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**Criteria for Shareholders to propose Agenda and Nomination of Director  
For the 2019 Annual General Meeting of Shareholders of  
WHA Utilities and Power Public Company Limited**

**1. Objective**

To be in line with the Good Corporate Governance Principle, WHA Utilities and Power Public Company Limited (“Company”) provides an opportunity for shareholders to propose agenda and director nominees for election as director of the Company in advance of the Annual General Meeting of Shareholders (AGM). In addition the Company has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It will ensure that the agenda will be delicately selected and beneficial to the Company and the director nominee has suitable qualification. To attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

**2. The Qualification of Shareholders**

The shareholders who wish to propose the agenda or to nominate the person to be the Company’s director must possess qualifications according to the criteria as follows:

2.1 Being the shareholder of the Company, either one shareholder or combined shareholders, and holding shares not less than 5 percent of the total paid-up shares.

2.2 Must have continuously held those shares in 2.1 for at least 6 months by the date the shareholder proposes the agenda or the nomination of the new director.

**3. Proposal of the Agenda**

3.1 Consideration Procedure

The shareholder who possesses the qualifications as set in Item No. 2 must complete the form of the **Form to Propose AGM Agenda** (Annex 1). In addition, **the shareholder have to send the original documents** and sign her/his name to the company. The evidence of identification, the evidence of shareholding as specified in 2.1 and 2.2, together with the beneficial supporting document for the Board’s consideration (if any) must be delivered to the Company **within 12 January 2019**, to the following address.

**TO: Corporate Secretary**  
WHA Utilities and Power Public Company Limited  
24<sup>th</sup> Floor, UM Tower, 9/241-242 Ramkhamhaeng Road,  
Suanluang, Bangkok 10250, Thailand

If many shareholders have unified to propose the agenda, each of them must complete the **Form to Propose AGM Agenda** and sign her/his name as evidence, together with the evidence of identification, the evidence of shareholding and consolidate all the forms into one single set.

3.2 The Agenda Proposals that will not be accepted:

- 1) The Agenda proposal that violates the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company.
- 2) The Agenda proposal that the Company has already implemented.
- 3) The Agenda proposal that the evidence is incomplete and incorrect.
- 4) The Agenda proposal that shareholders already proposed in the shareholders' meeting within the past 12 months, which was supported by less than 10% of total voting shares, given that the factual event is not material change.
- 5) The Agenda proposal that is beyond the authority of the company.
- 6) The Agenda proposal for personal benefits or particular group of person benefits.

3.3 The Board of Directors consider the agenda proposed by the shareholders. In the case that the Board of Directors approves the agenda proposed will include in the Annual General Meeting of Shareholders (AGM) agenda. Also, specify as "agenda from shareholder". For the agenda proposal disapproved by the Board of Directors. The Company will inform the shareholders through the Company's website.

#### 4. Nomination of the Director

##### 4.1 Consideration Procedure

The shareholder who possesses the qualifications as set in Item No. 2 must complete the form of the **Form to Nomination of the Director** (Annex 2). In addition, **the shareholder have to send the original documents** and sign her/his name to the company. The shareholder must be delivered to the Company **within 12 January 2019** together with the following documents:

- 1) The evidence of shareholding according to the criteria in Item No. 2.1 and 2.2.
- 2) The consent evidence of the nominated person. ( According to Annex 2)
- 3) Resume of the nominated person including profile, education, work experiences, skill/ professional areas and other information for the consideration of the Board of Directors.
- 4) The beneficial supporting document for the Board of Director's consideration (if any).

To the following address.

**TO: Corporate Secretary**  
WHA Utilities and Power Public Company Limited  
24<sup>th</sup> Floor, UM Tower, 9/241-242 Ramkhamhaeng Road,  
Suanluang, Bangkok 10250, Thailand

If many shareholders have unified to propose the Nominated person, each of them must complete the **Form to Nomination of the Director** and sign her/his name as evidence, together with the evidence of identification, the evidence of shareholding and consolidate all the forms into one single set.

4.2 The Nominated person must have the following qualifications:

- 1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and other related laws, rules, regulations, announcements, together with the Good Corporate Governance of the Company.
- 2) Having the knowledge to benefit the business of the company.
- 3) Being able to participate in all Board's meetings and shareholders' meetings except in the case of necessity or force majeure.
- 4) Should not serve many board positions at the same time.

4.3 The Company will consider the list of nominated person along with the complete and correct support evidences by the Nomination and Remuneration Committee pursuant to duty and responsibility. Before offer to the Board of Directors for consideration.

4.4 In the case that the Board of Directors approves the nominated person will include in the Annual General Meeting of Shareholders (AGM) agenda. Also, specify the Board of Directors' opinion. For the nominated person disapproved by the Nomination and Remuneration Committee or the Board of Directors. The Company will inform the shareholders through the Company's website.

### Form to Propose AGM Agenda

(1) I am (Mr. / Mrs. / Miss) .....being the shareholder of WHA Utilities and Power Public Company Limited, holding.....common shares, residing at..... Road..... Sub-District..... District..... Province..... Telephone Number..... Facsimile Number..... E-mail address (if any).....

(2) I would like to propose the agenda of the 2019 Annual General Meeting of Shareholders as follows:  
Regarding: .....  
Proposal for consideration: .....

..... and  
have supporting information beneficial for consideration (such as fact or reason etc.) as follows:

.....  
.....  
.....  
And have the documents supporting the above proposal ..... pages in total.

(3) I certify that all information in this Form, the evidence of shareholding and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by..... Shareholder  
(.....)  
Date.....

Remarks: A Shareholder must enclose the following evidences:

1. The evidence of shareholding as of the nomination date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. In case there are many shareholders have unified to propose the agenda. The shareholders have to practice the criteria in Item No. 3.1.
5. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
6. In case of proposing more than one agenda, the shareholder can use this form and fill in all information and affix the shareholder's signature to one agenda per one form.

### Form to Nomination of the Director

(1) I am (Mr. / Mrs. / Miss) .....being the shareholder of WHA Utilities and Power Public Company Limited, holding.....common shares, residing at..... Road..... Sub-District..... District..... Province..... Telephone Number..... Facsimile Number..... E-mail address (if any).....

(2) I would like to nominate (Mr./ Mrs./ Miss) ..... as a candidate to be a director of WHA Utilities and Power Public Company Limited and said candidate has given consent to my nomination.

I certify that all information in this Form, the evidence of shareholding and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by..... Shareholder  
(.....)  
Date.....

(3) I am (Mr./Mrs./Miss) ....., the Candidate in (2), consent and certify that the qualifications in No. item 4.2 and agree to adhere to the Good Corporate Governance of the Company. I hereby affix my signature as evidence below.

Signed by..... Candidate  
(.....)  
Date.....

Remarks: A Shareholder must enclose the following evidences:

1. The evidence of shareholding as of the nomination date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. In case there are many shareholders have unified to propose the agenda. The shareholders have to practice the criteria in Item No. 4.1.
5. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
6. In case of proposing more than one director, the shareholder can use this form and fill in all information and affix the shareholder's signature to one director per one form.