

Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting  
for the Shareholders' Meeting via Electronic Media (E-Meeting)

Attendance in the Shareholders' Meeting via Electronic Media (E-Meeting)

Shareholder / Proxy wishing to attend the E-Meeting must submit an E-Request form with required supporting documents to receive a username, password, and link for registration in advance from 11 April 2023 at 8.30 a.m. onwards.

Proceed with the E-Request at:

<https://pro.inventech.co.th/WHAUP123620R/#/homepage>



Or scan QR Code

After the Company has reviewed the information and approved the request, the username, password, and link to register for the meeting via the Inventech Connect system will be sent to your email. However, the shareholders can attend the E-Meeting on Thursday 20 April 2023 from 12.00 p.m. until the meeting is adjourned. Please keep your username and password confidential and not disclose to others and attending the E-Meeting meeting by using the username and password sent to you. You will be legally deemed to have attended and voted in the meeting.

Please see “the procedures for attending the meeting via Inventech Connect electronic media” (Attachment 6). To submit an E-Request, please prepare and enclose required supporting documents. The Company reserves the right to refuse registration if the documents are incomplete and will reject the request form after the meeting is adjourned.

Authorization of Proxy

Shareholders can appoint other persons to attend and vote on their behalf in the meeting. The Company provides the 3 Proxy Forms pursuant to the Notification of the Department of Business Development, Ministry of Commerce (Attachment 8) as follows:

- Form A is a general proxy form which is simple and not complicated.
- Form B is a proxy which clearly specifies the items for which a proxy is granted.
- Form C is a form used only in case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depositary and administrator of shares.

Shareholders may download the Proxy Form A or Form B or Form C from the Company's Website.

Thai [https://investor-th.wha-up.com/shareholder\\_meeting.html](https://investor-th.wha-up.com/shareholder_meeting.html)

English [https://investor.wha-up.com/shareholder\\_meeting.html](https://investor.wha-up.com/shareholder_meeting.html)

The procedure for appointing a proxy is as follows:

- (1) For General shareholders, please complete either Proxy Form A or Form B. The Company recommends selecting Proxy Form B and specifying the vote in each agenda.
- (2) For Custodian in Thailand authorized to act on behalf of foreign investors as a depository and administrator of shares, please complete Proxy Form C.
- (3) The shareholder appointing a proxy must appoint only one proxy to attend and vote at the meeting without being able to split the number of shares to multiple proxies to split the vote.
- (4) Shareholders can **appoint either one of the Company's independent directors** by completing Proxy Form B and specifying the vote in each agenda.
- (5) Please affix Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty. For the convenience of shareholders, the Company has prepared the stamp duty for the proxy.
- (6) In case shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form by 19 April 2023, before the meeting date.

#### **Required Documents for the registration**

#### **1. Shareholder / Proxy wishing to attend the E-Meeting**

##### **1.1 Individual Shareholders**

#### **(1) Attendance the E-Meeting in Person**

- (A) A Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders).

#### **(2) Attendance by Proxy**

- (A) Completed Proxy Form ( select either the Proxy Form A or Form B ) , signed by the shareholder and the proxy.
- (B) A certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the shareholder.
- (C) A certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy.

## 1.2 Juristic Person Shareholders

- (1) **Attendance by authorized person of a juristic person shareholder via electronic media (E-Meeting)**
  - (A) A certified true copy of a valid identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized person of the juristic shareholder.
  - (B) A certified true copy of the shareholder's affidavit (issued by government bodies and not older than one year) by the authorized person of the juristic shareholder who attends the e-meeting with a statement affirming the authority to act on behalf of the juristic person shareholder.
- (2) **Attendance by Proxy**
  - (A) Completed Proxy Form (select either the Proxy Form A or Form B), signed by the proxy grantor and the proxy.
  - (B) A certified true copy of a valid identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized person of the juristic shareholder.
  - (C) A certified true copy of the shareholder's affidavit (not older than one year) by an authorized person with a power of attorney (if any). The documents required must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
  - (D) A certified true copy of a valid identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy (In case of a change of name, supporting documents are required.)
- (3) **Custodian in Thailand authorized to act on behalf of foreign investors as a depositary and administrator of shares**
  - (A) Completed Proxy Form C, signed by the authorized representative of the Custodian who is the proxy grantor and the proxy.
  - (B) Required documents are the same as specified for a juristic person under 1.2 (1) or (2), as the case may be.
  - (C) Custodian letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business.
  - (D) Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf.

## 2. Appointment of the Company's Independent Director as a Proxy

Shareholders can appoint one of the Company's independent directors (Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders appears in Attachment 8) by completing the Proxy Form B, specifying the voting on each agenda and signing the proxy grantor's name along with supporting documents.

Please submit an original proxy form and supporting documents by Tuesday 18 April 2023, to the Company for verification of the information's accuracy at:

Corporate Secretary Office,  
WHA Utilities and Power Public Company Limited  
No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road  
(Bangna-Trad) KM.7, Bang Kaeo, Bang Phli, Samut Prakarn 10540, Thailand

3. In case shareholders have their title, name, or surname changes, the copy of evidence of those changes must be enclosed and certified true copy.
4. For foreign language documents, if the above documents are not original in English, an English translation must be enclosed, and the shareholder or authorized person acting on behalf of the juristic person must certify the correctness of the translation.

### Voting, and Vote Counting via Electronic Media (E-Voting)

Voting, and Vote Counting via Electronic Media (E-Voting) shall be made via the Inventech Connect system. The vote casting and vote counting procedures are as follows.

1. One share shall equal one vote, a shareholder or a proxy shall cast all the votes to only one of approve, disapprove or abstain. The votes on each agenda item cannot be divided (except voting of the Custodian).
2. In case of Proxy:
  - 2.1 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded. The proxy will not be required to vote during the meeting.
  - 2.2 In case the shareholder does not specify the determination, or the determination is unclear in Proxy form, the proxy shall be authorized to consider and vote on such matter as he deems appropriate.
3. In casting the votes for each agenda item, the E-Voting system will be open for shareholder and proxy to cast their votes. Shareholder or proxy who attend the meeting but do not cast their votes through the E-Voting system shall be deemed as having approved such agenda item.

4. For agenda on Election of directors to replace those who are retired by rotation, The Company provides the voting to elect each individual candidate nominated for Directors.
5. Before voting of each agenda item, the Chairman of the meeting or the person assigned by the chairman of the meeting will invite the shareholder or proxy to ask questions or express opinions related to that agenda as appropriate.
6. The resolution of the meeting must consist of the following votes:
  - 6.1 In ordinary cases, a resolution shall be adopted by the majority votes of shareholders present and voting.
  - 6.2 In other case which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association which the Chairman of the Meeting or the person assigned by the Chairman of the Meeting shall inform the Meeting on the meeting date.
  - 6.3 In the case of equal voting, the Chairman of the meeting shall have a casting vote.
  - 6.4 Shareholder or Proxy who has any special interest in a resolution cannot vote on such resolution.
  - 6.5 The vote counting of each agenda will be conducted immediately. The Chairman of the meeting or the person assigned by the chairman of the meeting shall announce the voting results of all agenda items before the meeting is adjourned.
  - 6.6 The Vote counting in this E-Meeting is conducted via electronic means controlled and managed by Inventech Connect system without physical ballot. As a result, this meeting would not have invalid ballots.

**Remark:**

1. For more details regarding the appointment of proxy, shareholders can consider and study from the Notification of the Capital Market Supervisory Board No. Tor Jor. 79/2564 re: the Criteria for the Proxy Solicitation to attend the Meeting and Vote on the Shareholders' Behalf from [www.sec.or.th](http://www.sec.or.th)
2. The Company has announced Privacy Notice pursuant to the Personal Data Protection Act, B.E. 2562 (2019), to inform shareholders/ proxies, as the Data Subject, of details about objective, collective, use, and disclosure of personal data for the benefit of attending the Meeting and in order to comply with relevant laws. For more details, please study from the Company's website at [www.wha-up.com](http://www.wha-up.com)