

INVITATION TO ATTEND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

WHA Utilities and Power Public Company Limited

Thursday, 18 April 2024 at 2.00 P.M.
Via Electronic Media (E-Meeting)

Shareholder or proxy can submit a request form and required documents to attend the E-Meeting at <https://serv.inventech.co.th/WHAUP102864R/#/homepage> or scan QR Code from 9 April 2024 onward.



Inquiries about E-Meeting System/Technical support, please contact Call center Tel: +662-931-9136 (available from 9 - 18 April 2024 during 08.30 a.m. - 05.30 p.m. or until the meeting adjourned (Specifically excludes holidays and public holidays)

(English translation)

19 March 2024

Subject: Notice of the Annual General Meeting of Shareholders 2024

To: Shareholders

Attachment: 1. Annual Registration Statement/Annual Report for the year 2023 (56-1 One Report) (QR Code)
2. Profiles of the nominated candidate of the new Director for agenda item no.4
3. Profiles of the Auditors proposed for appointment for year 2024 for agenda item no.6
4. The Company's Articles of Association in relation to the General Meeting of Shareholders
5. Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting for the Shareholders' Meeting via Electronic Media (E-Meeting)
6. Guidelines for attending of Electronic Meeting by Inventech Connect
7. Proxy form A, form B and form C
8. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders

NOTICE is hereby given that, by virtue of the resolution of the Board of Directors of WHA Utilities and Power Public Company Limited ("the Company") to hold the Annual General Meeting of Shareholders 2024 on **Thursday, 18 April 2024 at 2.00 p.m. via Electronic Media (E-Meeting)** according to the Emergency Decree on Electronic Meeting B.E. 2563 and other related laws and regulations, to consider the agenda as follows:

Agenda 1 To acknowledge the progress and performance of the Company and Management Discussion and Analysis (MD&A) for the year 2023.

Objectives:

The Company has summarized the progress and performance and Management Discussion and Analysis (MD&A) for the year 2023 along with the significant changes that occurred during the year is shown in the Annual Registration Statement / Annual Report for the year 2023 (56-1 One Report), which is provided herewith in Attachment No. 1.

Board's opinion:

The Board of Directors deems it appropriate to propose the Shareholders' Meeting to acknowledge the progress and performance and Management Discussion and Analysis (MD&A) for the year 2023.

Voting:

This agenda is for acknowledgement; therefore, no vote shall be cast.

Agenda 2 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended on 31 December 2023.

Objectives:

The Company has prepared a statement of financial position and statement of comprehensive income for the fiscal year ended on 31 December 2023, which have been audited by an auditor. Details are shown in the Annual Registration Statement / Annual Report for the year 2023 (56-1 One Report), which is provided herewith in Attachment No. 1.

Board's opinion:

The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended on 31 December 2023 which have been audited by an auditor, and consented by the Audit Committee. A summary is as follows:

Statements of financial position and statement of comprehensive income for the year 2023.

(Unit: Million Baht)

Item	The Company and its subsidiaries	The Company
Total Assets	29,817.1	24,835.4
Total Liabilities	16,250.4	15,829.4
Total equity	13,566.7	9,006.1
Revenue from sales	2,781.6	2,024.3
Profit attributable to owners of the parent	1,631.3	501.7
Earnings per share (Baht/Share)	0.43	0.13

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 3 To consider and approve the net profit allocation and dividend payment for the performance 2023.

Objectives:

Pursuant to the Public Limited Companies Act. B.E. 2535, the Company is required to set aside a legal reserve of at least 5 percent of net earnings after deducting accumulated deficit brought forward (if any) until the reserve reaches 10 percent of the registered capital. The Company's dividend payment policy is to pay dividends in the amount of not less than 40 percent of the

Company's consolidated net profit after deducting corporate income tax and other reserve funds as required by law in each year. However, the dividend payment of the Company may take into account the Company's financial position, cash flow, liquidity, investment plan and other factors.

As of 31 December 2023, the Company had consolidated net profit of Baht 1,631.3 million and separate financial statement of unappropriated retained earnings of Baht 1,038.7 million.

Board's opinion:

The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider and approve the allocation of legal reserve of Baht 25.1 million or 5 percent of net profit of separate financial statement for the year 2023 and the distribution of dividend payment for the performance 2023 from net profit and retained earnings at Baht 0.2525 per share, totalling an amount of Baht 965.8 million or equivalent to 60.13 percent of net profit for the year after deducting legal reserve of consolidated financial statements in compliance with the Company's dividend payment policy. This includes an interim dividend of Baht 0.0600 per share, totalling Baht 229.50 million which was already paid on 4 December 2023. Thus, the final payment of dividend shall be Baht 0.1925 per share, totalling Baht 736.3 million.

Details of dividend payment comparison between 2023 and 2022.

Details of dividend payment	Year 2023 (To be proposed)	Year 2022
1. Profit for the year on consolidated financial statements (million Baht)	1,631.3	454.14
2. Number of shares (million shares)	3,825.00	3,825.00
3. Annual Dividend (Baht per share)	0.2525	0.1600
- Interim dividend (Baht per share)	0.0600	0.0600
- Final dividend (Baht per share)	0.1925	0.1000
4. Total dividend (million Baht)	965.8	612.00
5. Payout ratio after the allocation of legal reserve (percent)	60.13	143.98

The distribution of final dividend payment shall be payable to the shareholders entitled to receive the dividend in accordance with the Company's Articles of Association and who were listed on the record date on 26 April 2024. (The XD, or the date on which a share purchaser will not be entitled to receive the dividend will be on 25 April 2024.) The dividend payment will be made on 15 May 2024.

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 4 To consider and approve the election of directors to replace those who are retired by rotation.

Objectives:

In compliance with Article 17 of the Company's Articles of Association, each annual ordinary meeting of shareholders, one-third of the Director or, if their number is not a multiple of three, the nearest to one-third shall be retired from office. Directors retiring by rotation are eligible for re-election.

The Annual General Meeting of Shareholders 2024 ("AGM 2024"), the Directors retiring by rotation are as follows:

1. Mr. Numchai Lowattanakul Independent Director
2. Mr. Somkiat Masunthasuwun Director
3. Mr. Krailuck Asawachatroj Director

Nomination and Remuneration Committee Meeting considered the appropriateness to utmost benefit for the operation of the company, knowledge and extensive experiences of the candidates and proposed to the Board of Directors consider to re-election 3 retiring directors as follows for another term.

1. Mr. Numchai Lowattanakul Independent Director
2. Mr. Somkiat Masunthasuwun Director
3. Mr. Krailuck Asawachatroj Director

In addition, the Company posted on its website and announced through the Stock Exchange of Thailand disclosure system in order to provide an opportunity for shareholders to propose names of qualified persons to be elected as directors as well as any agenda for this Meeting in advance, from 29 September 2023 – 31 December 2023. However, there was no the candidate and agenda proposed from any shareholder.

Under Section 86 of the Public Limited Companies Act, B.E 2535 (1992) ("PLC Act"), provides that a director must not, whether on his own account or on account of a third person, undertake any business of the same nature as and competing with that of the company, become a director of a private company or any other company undertaking any business of the same nature as and competing with that of the company, unless such fact has been notified to the meeting of shareholders prior to the resolution electing such director.

Mr. Somkiat Masunthasuwun, and Mr. Krailuck Asawachatroj are not the directors or the executives of other entities that have conflict of interest or compete with the Company.

For Mr. Numchai Lowattanakul is currently holding other positions which has the same nature and competes with the business of the Company as follows.

Agenda 5 To consider and approve the directors' remuneration for the year 2024.

Subject:

In compliance with Article 22 of the Company's Articles of Association, the director is entitled to compensation from the Company in the form of reward, meeting allowance, gratuity, bonus or other form of remuneration as determined by the shareholders in meeting.

The process of considering the remuneration of the Board of Directors and Sub-committees has been considered and reviewed by the Nomination and Remuneration Committee before proposing to the Board of Directors for review and subsequently to the Annual General Meeting of shareholders for approval.

Nomination and Remuneration Committee Meeting has considered the directors' remuneration for the year 2024 based on the duties, responsibilities and achievements connected to the Company's performance and related factors as well as comparing with the remuneration rates of other companies in the same industry. Thus, the Nomination and Remuneration Committee proposes the criteria and instructions of the directors' remuneration 2024 equal to the directors' remuneration 2023.

Board's opinion:

The Board of Directors has considered the directors' remuneration for 2024, as recommended by the Nomination and Remuneration Committee, and finds it suitable to propose to the Shareholders' Meeting for consideration and approval. The proposed directors' remuneration for 2024 is equivalent to that of 2023 as follows:

1. Yearly remuneration

Position	Year 2024 (To be proposed)	Year 2023
Chairman of Board of Directors	THB 200,000	THB 200,000
Director	THB 150,000	THB 150,000

2. Meeting allowance of the Board of Directors and Sub-committees

	Year 2024 (To be proposed)	Year 2023
Board of Directors	Chairman THB 30,000 per time	Chairman THB 30,000 per time
	Director THB 25,000 per time	Director THB 25,000 per time
Executive Committee	Chairman THB 25,000 per time	Chairman THB 25,000 per time
	Director THB 15,000 per time	Director THB 15,000 per time

	Year 2024 (To be proposed)	Year 2023
Audit Committee	Chairman THB 25,000 per time Director THB 15,000 per time	Chairman THB 25,000 per time Director THB 15,000 per time
Corporate Governance and Sustainable Development Committee	Chairman THB 25,000 per time Director THB 15,000 per time	Chairman THB 25,000 per time Director THB 15,000 per time
Nomination and Remuneration Committee	Chairman THB 25,000 per time Director THB 15,000 per time	Chairman THB 25,000 per time Director THB 15,000 per time
Risk Management Committee	Chairman THB 25,000 per time Director THB 15,000 per time	Chairman THB 25,000 per time Director THB 15,000 per time

3. Bonus

Year 2024 (To be proposed)	Year 2023
Bonus at the rate of 0.2 percent of the total income of the Consolidated Financial Statements and equity income of investment from associates and joint ventures based on consolidated financial statements ended 31 December 2024.	Bonus at the rate of 0.2 percent of the total income of the Consolidated Financial Statements and equity income of investment from associates and joint ventures based on consolidated financial statements ended 31 December 2023.

4. Other Types of Remuneration / Benefits

Year 2024 (To be proposed)	Year 2023
-None-	-None-

Voting:

To be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

Agenda 6 To consider and approve the appointment of auditors and the auditing fees for the year 2024.

Objectives:

In compliance with Article 36 (6) of the Company’s Articles of Association and Section 120 of the Public Limited Companies Act which prescribes that the Annual General Meeting of Shareholders shall appoint the auditors and determine the auditing fee.

The appointment of auditors and auditing fee for the year 2024, the Audit committee has considered and selected PricewaterhouseCoopers ABAS Limited (“PwC”) to be the Company’s audit firm as PwC has a standardized work processes recognized, a good understanding of the Company’s business independence, and appropriate remuneration rates.

Board's opinion:

The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider and approve the appointment of PwC to be the Company's audit firm, as recommended by the Audit Committee. The name of the auditors and the auditing fees for the year 2024 as follows:

- To appoint the auditors from PwC to be the auditors of the Company for the year 2024 as follows:

Name of the auditor	Certified Public Accountant No.	Year(s) as the auditor of the Company
1) Mr. Boonrueng Lerdwisewit	6552	6 years (2018-2023)
2) Mr. Paiboon Tunkoon	4298	5 years (2019-2023)
3) Ms. Wanvimol Preechawat	9548	1 year (2023)

To be appointed as the Company's auditors, any one of them being authorised to conduct the audit and express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PwC is authorised to identify one other Certified Public Accountant within PwC to carry out the work.

The above-named auditors have no relationship and/or conflict of interest with the Company/ Subsidiaries/ Executive /Major shareholders, or persons related to the said parties.

The auditors of the Company and all subsidiaries in Thailand use the same audit firm, i.e., PwC. Profiles of the Auditors proposed for appointment for year 2024, which is provided herewith in [Attachment No. 3](#).

- To approve the auditing fees of the Company for the year 2024 in the amount of Baht 1,674,000 and other expenses as relevant to the audit according to the appropriation.

For the non-audit fee for the year 2024 (if any) is subject to change pursuant to the categories and actual workload during the year by PwC. The other services must not affect the independence of the Company's auditor.

Auditing fees comparison between 2024 and 2023

Unit: Baht

Audit and Quarterly Review Fee for financial statements	Year 2024 (To be proposed)	Year 2023	Change
Audit fee of the Company	1,674,000	1,674,000	0
Non-audit fee	- None -	3,461,698	(3,461,698)

The non-audit fee for 2023 is the service fee for financial and tax due diligence paid to auditor-related entities.

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes.

Agenda 7 To consider other business (if any).

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders 2024 to be held on Thursday, 18 April 2024 at 2.00 p.m. via electronic media (E-Meeting) only (The Company has not arranged any meeting room.) The Company has used “Inventech Connect” system provided by Inventech Systems (Thailand) Company Limited for this E-Meeting.

For **Shareholders or proxies who wish to attend the E-Meeting**, please consider and comply with the details about “Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting for the Shareholders' Meeting via Electronic Media (E-Meeting)” in Attachment No. 5 and the details about “Guidelines for attending of Electronic Meeting by Inventech Connect” in Attachment No. 6.

Electronic system for submitting **E-Request registration and required documents will be available for shareholders or proxies in advance beginning from Tuesday, 9 April 2024 at 08.30 a.m.** onward. After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username, password, and a link to register and attend the E-Meeting on Thursday, 18 April 2024 beginning from 12.00 p.m. until the meeting is adjourned.

Proceed with the E-Request at:

<https://serv.inventech.co.th/WHAUP102864R/#/homepage>

Or scan QR Code



For shareholders who wish to appoint a proxy to attend and vote on their behalf in the Meeting, please kindly complete and duly sign either Proxy Form A or Form B or Form C provided herewith as Attachment No. 7 and execute only one of the aforementioned forms. Then, submit the meeting attendance request form and other required documents (in Attachment No. 5) via E-Request.

In addition, Shareholders who wish to appoint one of the Company's independent Director to attend the Meeting and vote on your behalf. Please use Proxy Form B to act as your proxy to vote on your behalf by giving a clear vote instruction for each agenda item. Profiles of the Independent Directors are provided herewith as Attachment No. 8. The Shareholders can submit the completed Proxy Form with the required documents (in Attachment No. 5) to the Company in advance so that the Company receives them by Friday, 12 April 2024. Please submit to the company's address as follows:

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
Tel. +662-719-9559 Fax. +662-719-9558

The Company encourages shareholders to send "Questions relevant to the Meeting's agenda" to the Company prior to the meeting date. In order to submit the questions, please clearly provide "name/surname of the shareholder / proxy, telephone number, email, and questions relevant to the Meeting's agenda" and email to corporate-secretary@wha-up.com

The Company will conduct the meeting in compliance with its Articles of Association set out in Attachment No. 4.

Please be informed accordingly.

Yours sincerely,
WHA Utilities and Power Public Company Limited

-Signature-

(Ms. Jareeporn Jarukornsakul)
Chairman of the Board of Directors

Attachment 2

Profiles of the Retired Directors being proposed for re-election

Name - Surname Mr. Numchai Lowattanakul

Current position

- Independent Director
- Risk Management Committee member
- Corporate Governance and Sustainable Development Committee member

Date of Appointment as a Director 20 April 2021

Type of Nominated Director Independent Director

Age 68 years Nationality Thai

Duration of Directorship 3 years

Total of Directorship period including this year's proposed term 6 years



Educational Qualification

- Master of Business Administration, Kasetsart University
- Bachelor of Engineering Program in Electrical Engineering, Chulalongkorn University

Training with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 140/2011)

Other Training

- Diploma of Energy Literacy (2014), Thailand Energy Academy
- Diploma of National Defence College Class 51/2008, National Defence College of Thailand
- Diploma of Mini MBA (2001), Kasetsart University
- Diploma of Main Operation & Maintenance Training (1986), Germany

Shareholding in WHAUP (including spouse and minor) as of 31 December 2023

- None -

Family relationship among Directors and Management

- None -

Meeting attendance in 2023

- Board of Directors : 8/8 times
- Risk Management Committee : 5/6 times
- Corporate Governance and Sustainable Development Committee : 1/2 times
- Annual General Meeting of Shareholders : 1/1 time

Positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with the Company:

- Chairman of the Board and Independent Director of DEMCO Public Company Limited, Renewable energy power
- Independent Director and Audit Committee member of Seven Utilities and Power Public Company Limited, Renewable energy power and Utilities Business
- Independent Director and Chairman of Audit Committee of Wind Energy Holding Company Limited, Utilities Business

Current Position in Other OrganizationsListed Companies

Period	Position	Company
2023 - Present	Chairman of the Board, Independent Director	DEMCO Public Company Limited
2022 - Present	Independent Director, Audit Committee member	Seven Utilities and Power Public Company Limited

Organizations / Companies (Not Listed Companies)

Period	Position	Company
2021 - Present	Independent Director, Chairman of Audit Committee	Wind Energy Holding Company Limited
2018 - Present	Subcommittee	National Innovation Agency, Thailand
2016 - Present	Subcommittee	Office of the Energy Regulatory Commission

Work Experience (5-Year Past Experience)

Period	Position	Company
2016 - 2023	Chairman of the Board of Directors, Independent Director	DV8 Public Company Limited
2012 - 2015	Governor	Provincial Electricity Authority

Name - Surname Mr. Somkiat Masunthasuwun

Current position

- Director
- Executive Committee member
- Chief Executive Officer

Date of Appointment as a Director 23 April 2022

Type of Nominated Director Director

Age 56 years Nationality Thai

Duration of Directorship 2 years



Educational Qualification

- Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- M.S.E. (Science in Engineering), Mechanical Engineering, University of Michigan, U.S.A.
- M.S.E. (Science in Engineering), Industrial & Operations Research, University of Michigan, U.S.A.
- Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University

Training with Thai Institute of Directors (IOD)

- Director Leadership Certification Program (DLCP 7/2022)
- Director Accreditation Program (DAP 195/2022)
- Director Certification Program (DCP 176/2013)

Other Training

- Dinner Talk: Thailand's Future by Thailand P.M. Srettha Thavisin, Nation Group 2023
- Thailand Energy Academy program 18/2023 – TEA
- Capital Market Academy Program (26/2018), Capital Market Academy
- Leadership Development Program Level III, PLLI, PTT
- Columbia Senior Executive Program (CSEP), Columbia University
- PTT Leadership Development Program by Center for Creative Leadership (CCL), Singapore
- Executive Program on Rule of Law and Development, Thailand Institute of Justice

Shareholding in WHAUP (including spouse and minor) as of 31 December 2023

- None -

Family relationship among Directors and Management

- None –

Meeting attendance in 2023

- Board of Directors : 8/8 times
- Executive Committee : 9/9 times
- Annual General Meeting of Shareholders : 1/1 time

Positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with the Company:

- None -

Current Position in Other Organizations

Listed Companies

- None -

Organizations / Companies (Not Listed Companies)

Position in Subsidiaries of WHA Utilities and Power Public Company Limited

Period	Position	Company
2023 – Present	Director	WHAUP (SG) 5 PTE. Limited
2023 – Present	Director	WHAUP (SG) 4 PTE. Limited
2023 – Present	Director	WHA Future Energy Company Limited
2022 – Present	Director	WHA Water Company Limited
2022 – Present	Director	WHA Energy Company Limited
2022 – Present	Director	WHA Energy 2 Company Limited
2022 – Present	Director	WHAUP International Company Limited
2022 – Present	Director	WHA Solar Company Limited
2022 – Present	Director	WHAUP (SG) 1 PTE. Limited
2022 – Present	Director	WHAUP (SG) 2 PTE. Limited
2022 – Present	Director	WHAUP (SG) 2DR PTE. Limited
2022 – Present	Director	WHAUP (SG) 3 PTE. Limited
2022 – Present	Director	WHAUP Nghe An Joint Stock Company
2022 - Present	Director	WHA Gunkul Green Solar Roof 1 Company Limited
2022 - Present	Director	WHA Gunkul Green Solar Roof 3 Company Limited
2022 - Present	Director	WHA Gunkul Green Solar Roof 6 Company Limited
2022 - Present	Director	WHA Gunkul Green Solar Roof 17 Company Limited
2022 - Present	Director	WHAUP Asia Reclamation Water Company Limited
2022 - Present	Chairman of the Board of Directors	Stella Power 1 Company Limited
2022 - Present	Chairman of the Board of Directors	Stella Power 2 Company Limited

Position in Associated of WHA Utilities and Power Public Company Limited

Period	Position	Company
2023 - Present	Director	Renex Technology Company Limited
2022 - Present	Director	Eastern Seaboard Clean Energy Company Limited
2022 - Present	Director	Chonburi Clean Energy Company Limited
2022 - Present	Director	Gheco-One Company Limited
2022 - Present	Director	Houay Ho Thai Company Limited
2022 - Present	Director	Houay Ho Power Company Limited
2022 - Present	Director	B.Grimm Power (WHA) 1 Limited
2022 - Present	Director	Gulf WHA MT Natural Gas Distribution Company Limited
2022 - Present	Director	WHA Eastern Seaboard NGD2 Company Limited
2022 - Present	Director	WHA Eastern Seaboard NGD4 Company Limited
2022 - Present	Director	Gulf JP NLL Company Limited
2022 - Present	Director	Gulf TS1 Company Limited
2022 - Present	Director	Gulf TS2 Company Limited
2022 - Present	Director	Gulf TS3 Company Limited
2022 - Present	Director	Gulf TS4 Company Limited
2022 - Present	Director	Gulf VTP Company Limited
2022 - Present	Director	Gulf NLL2 Company Limited
2022 - Present	Director	Gulf Solar Company Limited
2022 - Present	Director	Gulf Solar TS1 Company Limited
2022 - Present	Director	Gulf Solar TS2 Company Limited
2022 - Present	Director	Gulf Solar BV Company Limited
2022 - Present	Director	Gulf Solar KKS Company Limited
2022 - Present	Director	Cua Lo Water Supply Joint Stock Company
2022 - Present	Director	Duong River Surface Water Plant Joint Stock Company

Work Experience (5-Year Past Experience)

Period	Position	Company
2021 - 2022	Executive Vice President	CP Vietnam Corporation
2019 - 2021	Senior Executive Vice President	Mitr Phol Sugar Corporation Limited
2016 -2019	Executive Vice President, Business Development and Corporate Strategy	Global Power Synergy Public Company Limited
2014 - 2016	Executive Vice President, Natural Gas for Vehicle	PTT Public Company Limited

Name - Surname Mr. Krailuck Asawachatroj

Current position

- Director

Date of Appointment as a Director 20 April 2021

Type of Nominated Director Director

Age 51 years Nationality Thai

Duration of Directorship 3 years



Educational Qualification

- Master of Financial Engineering, New York University, U.S.A.
- Master of Business Administration, Majoring Finance, Claremont Graduate University, U.S.A.
- Bachelor of Industrial Engineering, Thammasat University

Training with Thai Institute of Directors (IOD)

- Director Certification Program (DCP 175/2014)

Other Training

- Capital Market Academy Program (31/2021), Capital Market Academy

Shareholding in WHAUP (including spouse and minor) as of 31 December 2023

- None -

Family relationship among Directors and Management

- None -

Meeting attendance in 2023

- Board of Directors : 8/8 times
- Annual General Meeting of Shareholders : 1/1 time

Positions as directors or executives in listed companies, other businesses and a company that may be deemed to have the same nature of business as and to be in competition with the Company:

- None -

Current Position in Other Organizations

Listed Companies

Period	Position	Company
2016 - Present	Executive Committee Member Chief Strategic Officer	WHA Corporation Public Company Limited

Organizations / Companies (Not Listed Companies)Position in Subsidiaries of WHA Corporation Public Company Limited

Period	Position	Company
2023 – Present	Director	WHA Digital Venture Company Limited
2021 – Present	Director	WHA Digital Company Limited
2015 - Present	Director Executive Committee Member Chief Strategic Officer	WHA Industrial Development Public Company Limited

Position in Associated of WHA Corporation Public Company Limited

Period	Position	Company
2023 – Present	Director	Mungmee Ecommerce Company Limited
2021 - Present	Director	WHA KPN Alliance Company Limited

Position in Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
2023 - Present	Director Managing Director	WHA Industrial Development International Company Limited
2023 - Present	Director	Wei Hua Guo Tai (Sanya) Business Consulting Company Limited
2022 - Present	Chairman of the Board of Directors	WHA TUS Company Limited
2018 - Present	Director	WHA Industrial Estate Rayong Company Limited
2017 - Present	Director	WHA Industrial Zone Nghe An Joint Stock Company

Period	Position	Company
2017 - Present	Director	WHA Industrial Management Services Vietnam Company Limited
2016 - Present	Director	WHA Industrial Development International Company Limited
2015 - Present	Director	WHA Eastern Industrial Estate Company Limited
2015 - Present	Director	Eastern Seaboard Industrial Estate (Rayong) Company Limited
2015 - Present	Director	WHA Eastern Seaboard Industrial Estate Company Limited
2015 - Present	Director	WHA Saraburi Industrial Land Company Limited
2015 - Present	Director	WHA Rayong Industrial Land Company Limited
2015 - Present	Director	WHA Eastern Pipeline Services Company Limited
2015 - Present	Director	The Park Residence Company Limited
2015 - Present	Director	WHA Industrial Development Engineering Company Limited
2015 - Present	Director	WHA Industrial Development International (SG) PTE. Limited
2015 - Present	Director	WHA Rayong 36 Company Limited
2015 - Present	Director	Eastern Seaboard Property and Marina Services Company Limited
2015 - Present	Director	WHA Eastern Seaboard Industrial Estate 4 Company Limited
2015 - Present	Director	WHA Industrial REIT Management Company Limited

Position in Associated of WHA Industrial Development Public Company Limited

Period	Position	Company
2023 - Present	Director	BIG WHA Industrial Gas Company Limited

Work Experience (5-Year Past Experience)

Period	Position	Company
2016 - 2021	Director	WHA Corporation Public Company Limited

Subsidiaries of WHA Corporation Public Company Limited

Period	Position	Company
2015 - 2022	Director	WHA Industrial Development Public Company Limited
2019 - 2020	Chief Financial Officer	

Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
2016 - 2022	Director	WHA Industrial Development (SG) PTE. Limited
2019 - 2022	Director	WHA Industrial Development International (BVI) Company Limited
2015 - 2020	Director	WHA Industrial Development International Limited (Cayman Island)

Profiles of the Auditors proposed for appointment for year 2024

(Auditors from PricewaterhouseCoopers ABAS Limited)

Name - Surname	Mr. Boonrueng Lerdwiseswit
Age	48 years Certified Public Accountant (CPA) Registration No. 6552 (He has been signing the financial statements of the Company since 2021)
Education	Bachelor's Degree in Business Administration with Accounting Major, Thammasat University
Others	<ul style="list-style-type: none"> - Pass CPA exam, USA (Virginia) - Global Japanese Business Network Seminar, 2561, Tokyo, Japan - US Curriculum Auditing Workshop 2018 (UCAW), 2561 - PwC Thailand Symposium 2018 'Managing Challenges to unleash corporate growth, 2561 - AICPA Conference on Current SEC and PCAOB Developments, 2561, USA - Auditors approved by the office of The Securities and Exchange Commission, Thailand
Shareholding in WHAUP	No. of shares hold: -None- (As of 25 January 2024)
Working Experiences	<p>2011-Present Position: Partner PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok)</p> <p>2009-2011 Position: Senior Manager-Director PricewaterhouseCoopers Aarata LLC (Japan, Tokyo)</p> <p>2003-2006 Position: Manager PricewaterhouseCoopers LLC (USA, Washington DC Metro)</p> <p>1998-2003 Position: Associates-Manager PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok)</p>
Auditing Experiences	<p>26 Years</p> <p><u>Thailand Listed Company</u></p> <ul style="list-style-type: none"> - Nirvana Daii Public Company Limited - WHA Business Complex Freehold and Leasehold Real Estate Investment Trust - WHA Premium Growth Freehold and Leasehold Real Estate Investment Trust <p><u>US Listed Company</u></p> <ul style="list-style-type: none"> - Fabrinet

Other

- Gulf Electricity Public Company Limited
- Thai Oil Public Company Limited
- Trans-Thai Malaysia Company Limited

Information for Consideration

1. Family relationship with the executives or major shareholders of the Company or subsidiary companies: -None-
2. Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present: -None-
3. Significant business relationship that may affect the independence of the auditor: -None-
4. Relationship as a director, staff or employee or position held in the Company or subsidiary companies: -None-

Name - Surname	Mr. Paiboon Tunkoon
Age	55 years
	Certified Public Accountant (CPA) Registration No. 4298
Education	Master of Business Administration, Chulalongkorn University
Others	<ul style="list-style-type: none"> - Certified Public Accountant in Thailand - Certified Public Accountant in Lao PDR and Cambodia - PwC Asia Leadership Program, INSEAD Singapore - OIC Advanced Insurance Institute (ฉบับ # 8), Office of Insurance Commission - Advance master of Management, NIDA (ฉบับ # 1) - Director Certification Program (IOD class 242/2017 - Top Executive Programme in Commerce & Trade (TEPCot#9), Commerce Academy University of Thai Chamber of Commerce -Thai Chamber of Commerce & four ministries - Executive Development Programme (EDP #10), Thailand Listed Companies Association &The Stock Exchange of Thailand
Shareholding in WHAUP	No. of shares hold: -None- (As of 25 January 2024)
Working Experiences	<p>2007 – Present : Partner, PricewaterhouseCoopers ABAS Ltd.</p> <p>2003 – 2007 : Director, PricewaterhouseCoopers ABAS Ltd.</p> <p>1995 – 2002 : Senior Consultant to Associate Director, PricewaterhouseCoopers FAS Ltd.</p> <p>1990 – 1995 : Audit Assistant to Audit Manager, Pricewaterhouse Ltd</p>
Auditing Experiences	<p>34 years</p> <p>Types of audited business:</p> <ul style="list-style-type: none"> - Insurance and Non-life Insurance - Transportation, Distribution and Warehouse - Manufacturing - Mine - Services & Hospitality - Property

Information for Consideration

- | | |
|---|--------|
| 1. Family relationship with the executives or major shareholders of the Company or subsidiary companies: | -None- |
| 2. Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present: | -None- |
| 3. Significant business relationship that may affect the independence of the auditor: | -None- |
| 4. Relationship as a director, staff or employee or position held in the Company or subsidiary companies: | -None- |

Name - Surname	Ms. Wanvimol Preechawat
Age	42 years
Education	Certified Public Accountant (CPA) Registration No. 9548 Bachelor's Degree in Business Administration with Accounting Major, Kasetsart University Master's degree in Young-Executive MBA, Chulalongkorn University
Others	- Thai Certified Public Accountant - Auditors approved by the office of The Securities and Exchange Commission, Thailand
Shareholding in WHAUP	No. of shares hold: -None- (As at 25 January 2024)
Working Experiences	- 2020-Present Position: Partner PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok) - 2016-2020 Position: Director PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok) - 2013-2016 Position: Senior Manager PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok) - 2004-2013 Position: Associates-Manager PricewaterhouseCoopers ABAS Ltd., Thailand (Bangkok)
Auditing Experiences	20 Years <u>Thailand Listed Company</u> - WHA Corporation Plc and its subsidiaries - Electricity Generating Plc and its subsidiaries - Global Power Synergy Plc. and its subsidiaries - Interlink Communication Plc. and its subsidiaries - Interlink Telecom Plc. and its subsidiaries - Thachang Green Energy Plc. and its subsidiaries <u>Other</u> - Glow Energy Plc. - Gulf Electric Plc. - Green Earth Power (Thailand) Company Limited - Electricity Generating Authority of Thailand - Metropolitan Electricity Authority

Information for Consideration

- | | |
|---|--------|
| 1. Family relationship with the executives or major shareholders of the Company or subsidiary companies: | -None- |
| 2. Relationship with the Company/subsidiary companies/associated company or juristic person that may cause a conflict of interest at present: | -None- |
| 3. Significant business relationship that may affect the independence of the auditor: | -None- |
| 4. Relationship as a director, staff or employee or position held in the Company or subsidiary companies: | -None- |

The Company's Articles of Association in relation to the General Meeting of Shareholders

Chapter 1 General

Article 3. Unless otherwise stated herein, the statutory provisions of Public Limited Companies Law, and other laws that enter into force or related to the Company's business operation shall be observed and enforced.

Chapter 5 Board of Directors

Article 17. At the Annual General Meeting of Shareholders, one-third (1/3) of the total number of directors at that time shall retire from office. In case the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall retire from office.

The retiring director may be elected to resume their office.

The directors who shall retire in the first and second year after registering of the Company, shall be decided by drawing. In the following years, the director who is in office for the longest period shall retire.

Article 22. The directors of the company are entitled to receive the remuneration from the company in the form of reward, meeting allowance, gratuity, bonus, or remuneration in other natures as considered and approved by the shareholders' meeting with votes of not less than two-third (2/3) of the total votes of shareholders attending the meeting. The remuneration is possibly be determined in a certain amount or set as specific payment criteria and is possibly be utilized for a certain period or constantly utilized until the shareholders' meeting approve the change thereto. Moreover, the directors of the company are entitled to receive allowances and welfares in accordance with the company's rule.

The statement in the first paragraph shall not affect the rights of the director who is the staff or employee of the company to receive the remuneration and benefit in the position as the staff or employee of the company.

Chapter 6 Shareholders' Meeting

Article 31. The board of directors shall hold the annual general meeting of shareholders within four (4) months from the ending date of the company's accounting year.

A shareholders' meeting apart from the first paragraph shall be called an extraordinary general meeting of shareholders. The board of directors is entitled to hold the extraordinary general meeting of shareholders whenever it deems appropriate.

A shareholder or several shareholders holding shares in the aggregate number of not less ten (10) percent of the total number of shares sold, may, by subscribing their names, make a written request to the board of directors for calling an extraordinary general meeting of shareholders at any time, provided that matters and reasons for calling such meeting shall be clearly specified

therein. In such case, the board of directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receipt the written request from the shareholders.

Article 32. In summoning a shareholders meeting, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting; as well as adequate details that clearly indicate whether such matters are proposed for acknowledgement, approval, or consideration, as the case may be; and the Board's opinions on such matters. The notice shall be sent to the shareholders and the Registrar not less than seven days prior to the date of the meeting and be advertised in a newspaper for three consecutive days, not less than three days prior to the date of the meeting.

Article 32/1. The meeting of shareholders may be arranged through electronic media, which shall comply with the rules and procedures as permitted by law.

Article 33. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) or not less than half the total number of shareholders holding altogether not less than one-third the total issued shares attending the meeting to constitute a quorum.

If any shareholders' meeting, the number of shareholders attending the meeting does not constitute a quorum within one hour after the appointed time, the meeting shall be cancelled if it was summoned by the requisition of shareholders. If the meeting was not summoned by the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than seven days before the meeting. At such subsequent no quorum shall be necessary.

Article 34. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. In the event that the Chairman is absent or unable to perform his duties, if there exists a Vice-Chairman, he shall preside over the meeting. If there is no Vice-Chairman or if there is but he is unable to perform his duty, the shareholders present shall elect one of them to act as chairman of the meeting.

Article 35. Unless otherwise provide herein, a resolution passed by the Shareholders meeting shall require the following number of votes:

- (1) In normal cases, a resolution shall be adopted by the majority votes of shareholders present and voting. In the case of equal voting, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be adopted by a vote of not less than three-fourth of the total votes of the Shareholders present and entitled to vote:
 - (a) Selling or transferring a whole or a part of the Company's significant businesses to others
 - (b) Buying or be transferred businesses of other companies to be that of the Company's.
 - (c) The execution, amendment or termination of a contract concerning the leasing, in whole or essential part, of the Business; the assignment to another Person of responsibility for

the management of the Business of the Company; or the merging of business with profit sharing objectives.

- (d) Any changes in or amendment to the Corporate Documents
- (e) Registered Capital Increment or Capital Reduction
- (f) The amalgamation of the Company
- (g) The issuance of debentures of the Company
- (h) The dissolution of the Company
- (i) Merger and Acquisition

Article 36. The agenda to be transacted at such meeting shall include the following:

- (1) To acknowledge the annual report of the Board of Directors
- (2) To consider and approve the balance sheet
- (3) To consider appropriation of the profit and pay dividend
- (4) To elect Directors in place of those retiring by rotation
- (5) To consider and approve of the Director's remuneration criteria
- (6) To appoint an auditor and remuneration
- (7) Other businesses

Chapter 7 Accounting, Finance and Auditing

Article 37. The fiscal year of the company starts on 1 January and ends on 31 December of every year.

Article 39. The board of directors shall prepare the balance sheet or statement of financial position and profit and loss account as at the ending date of its fiscal year in order to propose the same to the annual general meeting of shareholders for approval. The board of directors shall assign the auditor to complete the audit of the said balance sheet and profit and loss account prior to proposing the same to the shareholders' meeting.

Article 40. The board of directors shall deliver the following documents to the shareholders together with the notice of the annual general meeting of shareholders.

- (1) The copy of balance sheet and profit and loss account audited by the auditor together with auditing report of the auditor; and
- (2) Annual Report of the board of directors and its supporting documents.

Article 41. The auditor shall not be the director, staff, employee, or other office holder of the company.

Article 43. The auditor has the duty to attend the shareholders meeting of the company every time the balance sheet, profit and loss account, and problems pertaining to the company's accounts, are considered in order to make clarification in respect of the audit to the shareholders, and the company shall also send the auditor all reports and documents that the shareholders should receive in that shareholders' meeting.

Chapter 8 Dividend and Capital Reserve Article

Article 44. It is prohibited to make the dividend payment from other type of money other than the profit. In case the company has accumulated losses, the dividend is prohibited to be paid.

The dividend shall be equally divided based on the number of shares, unless the company issues the preferred shares and determines that the dividend which will be received from the preference shares shall be different from the ordinary shares. The dividend payment shall be made as required by the scheduled criteria whereas it shall be approved by the shareholders' meeting.

The board of directors is possible to periodically pay the interim dividend to the shareholders when it views that the company has enough profit to do so. The interim dividend payment shall be reported to the following shareholders' meeting.

The dividend payment shall be made within one (1) month after the date of receiving an approval from the shareholders' meeting or the board of directors' meeting as the case may be. In this regard, the company shall submit a written notice to the shareholders to inform of the dividend payment whereas the dividend payment shall be advertised in the newspaper for three (3) consecutive days as well.

Article 45. The company shall appropriate its annual net profit as capital reserve in the amount of not less than five (5) percent of its annual net profit deducted by the deficit balance brought forward (if any) until the amount of the capital reserve is not less than ten (10) percent of registered capital.

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 9 April 2024 at 8.30 a.m. onwards.



Proceed with the E-Request at:

<https://serv.inventech.co.th/WHAUP102864R/#/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 18 April 2024 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 7) 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

English 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 17 April 2024, 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 Friday 12 April 2024, 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
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

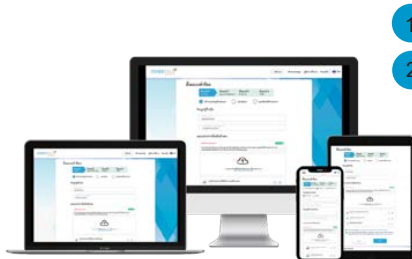
Attachment 6

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via E-Request system before the Meeting

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://serv.inventech.co.th/WHAUP102864R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



** Merge user accounts, please using the same email and phone number **

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information of shareholder and proxy including required documents
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or proxies, please note that the electronic registration will be available from **9 April 2024 at 8:30 a.m. and shall be closed on 18 April 2024 until the meeting adjourned**. The shareholders are requested to submit the proxy form and required documents to the Company (Corporate Secretary Office) by 12 April 2024.

3. The electronic conference system will be available on 18 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxies shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Independent Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form and required documents shall be delivered to the Company by 12 April 2024.

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

In addition, the Company make the Electronic Proxy available for shareholders as the other alternative. In case of electronic proxy, shareholders still have to deliver the proxy form with required documents to the Company.

If you have any problems with the software, please contact Inventech Call Center

Tel: +662-931-9136

Line: @inventechconnect

The system available during 9 – 18 April 2024 at 08.30 a.m. – 05.30 p.m. or unit the meeting adjourned (Specifically excludes holidays and public holidays)



Report a problem
 @inventechconnect

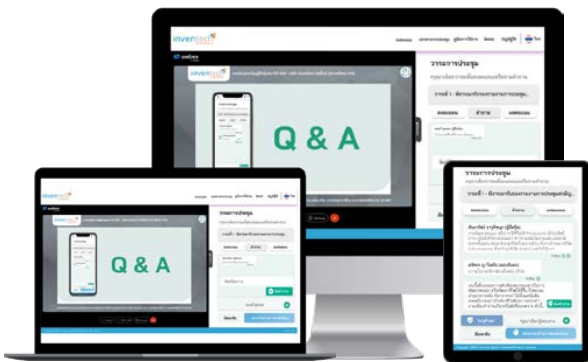
Step for registration for attending the meeting (E-Register) and Step for voting process (E-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on "Register" button, the system has already registered and counted as a quorum.
- 3 Click on "Join Attendance", Then click on "Join Meeting" button
- 4 Select which agenda that you want to vote
- 5 Click on "Vote" button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via InvenTech Connect



- Select which agenda
- Click on "Question" button
- 1 Ask the question
 - Type the question then click "Send"
- 2 Ask the question via video
 - Click on "Conference"
 - Click on "OK" for confirm your queue
 - Please wait for the queue for you then your can open microphone and camera

Noted: The Company arranges the inquiry via type the question first. If the typed question is not clear, the Company will allow shareholders to ask the questions via video. The inquiry is under the management of the Company's staff for tidiness.

How to use InvenTech Connect



User Manual E-Request



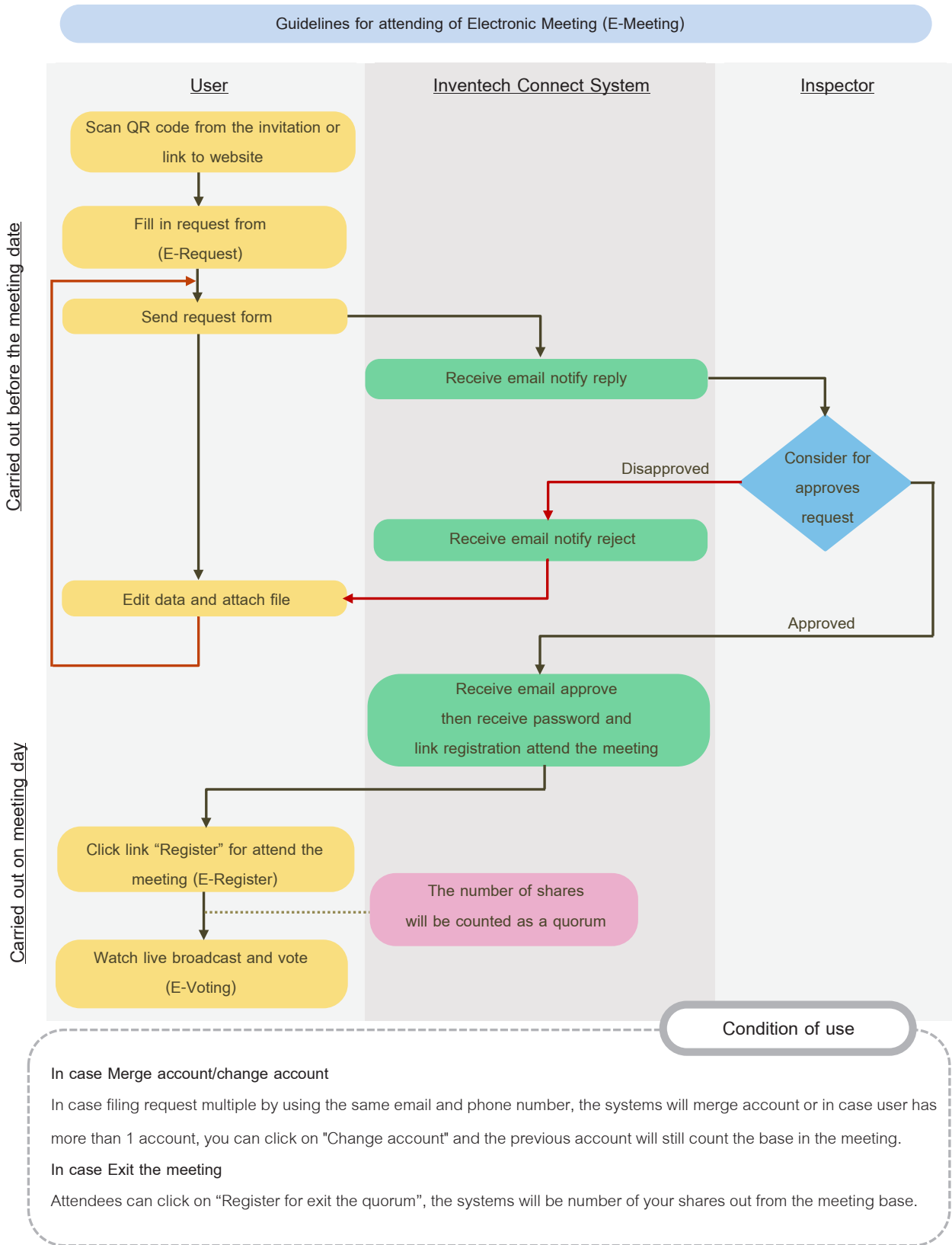
User Manual E-Voting



Video of using InvenTech Connect

Noted: Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.



Affix duty stamp of Baht 20

Proxy (Form A)

Made at _____

Date _____ Month _____ Year _____

(1) I/We, _____ nationality: _____, residing/located at No. _____
 _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
 _____ Province, Postal code _____,

(2) being a shareholder of WHA Utilities and Power Public Company Limited
 holding the total amount of _____ shares with the voting rights of _____ votes as follows
 ordinary share _____ shares with the voting rights of _____ votes
 preferred share _____ - _____ shares with the voting rights of _____ - _____ votes

(3) I/we wish to appoint (Please put in front of only one proxy's name)
 (1) _____ age: _____ years, residing at No. _____,
 _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____,
 _____ Province, Postal code _____ or
 (2) Mr. Weidt Nuchjalearn, Independent Director and Chairman of the Audit Committee, age 71 years,
 address 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 or
 (3) Mrs. Punnee Worawuthichongsathit, Independent Director and Audit Committee member, age 72 years,
 address 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 or
 (4) Mr. Ekajai Tivutanond, Independent Director and Audit Committee member, age 72 years,
 address 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

only of them as my/our proxy to attend and vote for me/us at the Annual General Meeting of Shareholders 2024 to be held on Thursday, 18 April 2024 at 2.00 p.m. via Electronic Media (E-Meeting) or such other date, time and place as may be adjourned.

Any action performed by my/our proxy in the meeting shall be deemed to have been performed by myself/ourselves in all respects.

Signed Grantor
 (.....)

Signed Proxy
 (.....)

Remarks:

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.



Affix duty stamp of Baht 20

Proxy (Form B)

Made at _____

Date _____ Month _____ Year _____

(1) I/We, _____ nationality: _____, residing/located at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____,

(2) being a shareholder of WHA Utilities and Power Public Company Limited holding the total amount of _____ shares with the voting rights of _____ votes as follows
 ordinary share _____ shares with the voting rights of _____ votes
 preferred share _____ shares with the voting rights of _____ votes

(3) I/we wish to appoint (Please put in front of only one proxy's name)
 (1) _____ age: _____ years, residing at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____ or
 (2) Mr. Weidt Nuchjalearn, Independent Director and Chairman of the Audit Committee, age 71 years, address 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 or
 (3) Mrs. Punnee Worawuthichongsathit, Independent Director and Audit Committee member, age 72 years, address 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 or
 (4) Mr. Ekajai Tivutanond, Independent Director and Audit Committee member, age 72 years, address 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

only of them as my/our proxy to attend and vote for me/us at the Annual General Meeting of Shareholders 2024 to be held on Thursday, 18 April 2024 at 2.00 p.m. via Electronic Media (E-Meeting) or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

Agenda No. 1 To acknowledge the progress and performance of the Company and Management Discussion and Analysis (MD&A) for the year 2023.
This agenda is for acknowledgment. No vote is casted.

Agenda No. 2 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended on 31 December 2023.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (b) The proxy must cast the votes in accordance with my/our following instructions:
 Approve Disapprove Abstain



Agenda No. 3 To consider and approve the net profit allocation and dividend payment for the performance 2023.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda No. 4 To consider and approve the election of directors to replace those who are retired by rotation.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

To elect directors as a whole

Approve Disapprove Abstain

To elect each director individually

Name of Director 4.1 Mr. Numchai Lowattanatakul

Approve Disapprove Abstain

Name of Director 4.2 Mr. Somkiat Masunthasuwun

Approve Disapprove Abstain

Name of Director 4.3 Mr. Krailuck Asawachatroj

Approve Disapprove Abstain

Agenda No. 5 To consider and approve the directors' remuneration for the year 2024.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the appointment of auditors and the auditing fees for the year 2024.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda No. 7 To consider other business (if any).

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

- (6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any act or performance caused by the proxy at the above meeting shall be deemed as my/our act and performance in all respects.

Signed Grantor
 (.....)

Signed Proxy
 (.....)

Remarks:

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Attachment to Proxy Form B as enclosed.



Attachment to Proxy Form B

A proxy is granted by a shareholder of WHA Utilities and Power Public Company Limited.

For the Annual General Meeting of Shareholders 2024 to be held on Thursday, 18 April 2024 at 2.00 p.m. via Electronic Media (E-Meeting) or such other date, time and place as may be adjourned.

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed Grantor
(.....)

Signed Proxy
(.....)

Proxy (Form C)

Affix duty stamp of Baht 20

Made at _____

Date _____ Month _____ Year _____

(1) I/We, _____ nationality: _____, residing/located at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____,

Acting as the custodian for _____

being a shareholder of WHA Utilities and Power Public Company Limited

holding the total amount of _____ shares with the voting rights of _____ votes as follows

ordinary share _____ shares with the voting rights of _____ votes

preferred share _____ shares with the voting rights of _____ votes

(2) I/we wish to appoint (Please put in front of only one proxy's name)

(1) _____ age: _____ years, residing at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____ or

(2) Mr. Weidt Nuchjalearn, Independent Director and Chairman of the Audit Committee, age 71 years, address 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 or

(3) Mrs. Punnee Worawuthichongsathit, Independent Director and Audit Committee member, age 72 years, address 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 or

(4) Mr. Ekajai Tivutanond, Independent Director and Audit Committee member, age 72 years, address 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

only of them as my/our proxy to attend and vote for me/us at the Annual General Meeting of Shareholders 2024 to be held on Thursday, 18 April 2024 at 2.00 p.m. via Electronic Media (E-Meeting) or such other date, time and place as may be adjourned.

(3) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

To grant equally all of the number of shares held by me/our and have the rights to vote

To grant a part of:

ordinary shares in the amount of _____ shares and the voting right is _____

preferred shares in the amount of _____ shares and the voting right is _____

Total number of voting right is _____

(4) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

Agenda No. 1 To acknowledge the progress and performance of the Company and Management Discussion and Analysis (MD&A) for the year 2023.

This agenda is for acknowledgment. No vote is casted.



Agenda No. 2 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended on 31 December 2023.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda No. 3 To consider and approve the net profit allocation and dividend payment for the performance 2023.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda No. 4 To consider and approve the election of directors to replace those who are retired by rotation.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

To elect directors as a whole

Approve Disapprove Abstain

To elect each director individually

Name of Director 4.1 Mr. Numchai Lowattanakul

Approve Disapprove Abstain

Name of Director 4.2 Mr. Somkiat Masunthasuwun

Approve Disapprove Abstain

Name of Director 4.3 Mr. Krailuck Asawachatroj

Approve Disapprove Abstain

Agenda No. 5 To consider and approve the directors' remuneration for the year 2024.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the appointment of auditors and the auditing fees for the year 2024.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda No. 7 To consider other business (if any).

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

- (6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any act or performance caused by the proxy at the above meeting shall be deemed as my/our act and performance in all respects.

Signed Grantor
(.....)

Signed Proxy
(.....)

Remarks

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholders.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Attachment to Proxy Form C as enclosed.



Attachment to Proxy Form C

A proxy is granted by a shareholder of WHA Utilities and Power Public Company Limited.

For the Annual General Meeting of Shareholders 2024 to be held on Thursday, 18 April 2024 at 2.00 p.m. via Electronic Media (E-Meeting) or such other date, time and place as may be adjourned.

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with my/our following instructions:

Approve Disapprove Abstain

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed Grantor
(.....)

Signed Proxy
(.....)

Attachment 8

Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders

Name	Age (year)	Position	Address	Special conflict of interest in the proposed agenda
1. Mr. Weidt Nuchjalearn	71	<ul style="list-style-type: none"> – Independent Director – Chairman of the Audit Committee – Chairman of the Nomination and Remuneration Committee 	777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang	The third independent directors don't have any conflict of interest that is different from other company director for every agenda item of this AGM.
2. Mrs. Punnee Worawuthichongsathit	72	<ul style="list-style-type: none"> – Independent Director – Audit Committee member – Chairman of the Corporate Governance and Sustainable Development Committee 	Phli, Samut Prakarn, Thailand 10540	
2. Mr. Ekajai Tivutanond	72	<ul style="list-style-type: none"> – Independent Director – Audit Committee member – Nomination and Remuneration Committee member – Corporate Governance and Sustainable Development Committee member – Risk Management Committee member 		

Remark:

Details of profiles of the Independent Directors are shown in Attachment 1 Details of Directors section of the Annual Registration Statement / Annual Report for the year 2023 (56-1 One Report) which already disclosed on the Company's website www.wha-up.com



WHA UTILITIES AND POWER PUBLIC COMPANY LIMITED

HEAD OFFICE 777 WHA TOWER, 22ND FLOOR, UNIT 2203-2205,
MOO 13, DEBARATNA ROAD (BANGNA-TRAD) KM.7,
BANG KAEO, BANG PHLI SAMUT PRAKARN
TEL 0-2719-9559 FAX 0-2719-9558