

Notice of 2025 Annual General Meeting of Shareholders

WHA Utilities and Power Public Company Limited

Tuesday, April 22, 2025 at 2.00 P.M.

through Electronic means (E-AGM) in accordance with the Emergency Decree on
Electronic Meeting B.E. 2563 (2020) and other related regulations



Shareholder or proxy can submit a request form and required documents to attend the E-AGM at <https://serv.inventech.co.th/WHAUP176700R/#/homepage> or scan QR Code from April 11, 2025 onward.



Inquiries about E-Meeting System/Technical support, please contact Call center
Tel: +662-460-9226 (available from April 11 - 22, 2025 during 08.30 a.m. - 05.30 p.m. or until the meeting adjourned
(Business Day excludes holidays and public holidays)

(Translation)

March 24, 2025

Subject: Notice of the 2025 Annual General Meeting of Shareholders

To: Shareholders of WHA Utilities and Power Public Company Limited

- Attachments:
1. Annual Registration Statement/ Annual Report for 2024 (“**Form 56-1 One Report**”) together with the Financial Statements for the fiscal year ended December 31, 2024 in QR Code provided in Notification of Meeting (for Agenda Nos. 1 and 2)
 2. Profiles of the Nominated Candidates to be Directors to Replace the Directors who are Due to Retire by Rotation (*for Agenda No. 4*)
 3. Profiles of the Auditors (*for Agenda No. 6*)
 4. Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting for the Shareholders' Meeting through Electronic Means (E-AGM)
 5. Guidelines for attending Electronic Meeting by Inventech Connect
 6. Profiles of the Independent Directors proposed by the Company to act as Proxy for Shareholders
 7. Proxy form A, form B and form C
 8. The Company's Articles of Association in relation to the Annual Meeting of Shareholders

The Board of Directors (the “**Board**”) of WHA Utilities and Power Public Company Limited (the “**Company**”) resolved to convene the 2025 Annual General Meeting of Shareholders (the “**Meeting**”) on **Tuesday, April 22, 2025 at 2.00 p.m. through Electronic means (E-AGM)**, in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations.

The Company provided the opportunity for the shareholders to propose agendas and to nominate qualified candidates for election as directors for the Meeting in advance during October 1, 2024 to December 30, 2024 pursuant to the Company's announcement on September 30, 2024 through the Company's website and the Stock Exchange of Thailand (“**SET**”) disclosure system. However, none of shareholders proposed any matters or nominated any candidates for election as directors.

The agenda for the Meeting, together with the opinions of the Board are as follows:

- Agenda 1 To acknowledge the Company's 2024 operating performance and the Management Discussion and Analysis (MD&A)

Facts and Rationales:

The Company has summarized the 2024 operating performance and the Management Discussion and Analysis (MD&A) to explain the changes in its financial position and operating results in Form 56-1 One Report (in the QR Code), delivered to shareholders together with this notice. Details of which are in **Attachment 1**.

Opinions of the Board:

It is appropriate to propose the Meeting to acknowledge the Company's 2024 operating performance and the Management Discussion and Analysis (MD&A).

Voting:

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

- Agenda 2 To consider and approve the Company's Financial Statements for the fiscal year ended December 31, 2024, audited by the Certified Public Accountant

Facts and Rationales:

The Company has prepared the Financial Statements for the fiscal year ended December 31, 2024 audited by the auditor from PricewaterhouseCoopers ABAS Ltd., reviewed by the Audit Committee and endorsed by the Board, appear in the Form 56-1 One Report (in the QR Code), delivered to shareholders together with this notice. Details of which are in **Attachment 1**.

Opinions of the Board:

It is appropriate to propose the Meeting to consider and approve the Financial Statements of the Company for the fiscal year ended December 31, 2024 audited by the Certified Public Accountant, reviewed by the Audit Committee, and endorsed by the Board. A summary is as follows:

(Unit: THB million)

Items	Consolidated Financial Statements	Separate Financial Statements
Total assets	31,247	25,997
Total liabilities	17,685	17,249
Total equity	13,562	8,748
Revenue from sales	2,926	2,133
Profit attributable to owners of the parent	1,119	712
Earnings per share (THB/share)	0.29	0.19

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 2024 performance.

Facts and Rationales:

The Company has the dividend payment policy 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 legal reserve as required by law each year. In consideration of the dividend payment, the Company shall take into account the Company's financial position, cash flow, liquidity, investment plan and other factors, as the Board deems appropriate. However, the dividend payment shall not materially affect the Company's normal business operations and comply with law, regulation. The Board's resolution on dividend payment shall be proposed to the shareholders' meeting for approval whereas the interim dividend shall be approved by the Board and reported to the next shareholders' meeting. The payment of dividend shall not exceed the retained earnings of the Company in the separate financial statements of the Company and shall be in accordance with applicable laws.

From the Company's operating performance and financial position as of the fiscal year ended December 31, 2024, the Company had consolidated net profit of THB 1,119 million and separate financial statement of unappropriated retained earnings of THB 766.7 million.

The Board deems it appropriate to propose the Meeting to consider and approve the distribution of the annual dividend for 2024 to shareholders, derived from net profit and retained earnings at THB 0.2525 per share, or equivalent to THB 965.8 million, or equivalent to 86.32 percent of net profit for the year after deducting legal reserve of consolidated financial statements, which is consistent with the Company's dividend payment policy.

In addition, on December 4, 2024, the Board resolved to approve an Interim dividend payment of THB 0.0600 per share or equivalent to THB 229.5 million, therefore, the remaining annual dividend for the year 2024 shall be additionally paid at THB 0.1925 per share or equivalent to THB 736.3 million. The Company has fully allocated its legal reserves in accordance with legal requirement.

The Company has determined the Record Date for the shareholders' right to receive the dividend on April 29, 2025, and the dividend payment date shall be on May 16, 2025. However, the right to receive the dividend is uncertain as it is subject to the approval of this Meeting.

Comparison of Dividend Payments

Details	2024	2023
1. Net Profit of Consolidated Financial Statements (THB million)	1,119	1,631.3
2. Number of Shares (Million shares)	3,825.00	3,825.00
3. Annual Dividend (THB/share)	0.2525	0.2525
- Interim Dividend (THB/share)	0.0600	0.0600
- Additional Dividend (THB/share)	0.1925	0.1925
4. Total Dividend Payment (THB million)	965.8	965.8
5. Dividend Payout Ratio Compared to Net Profit After Legal Reserve (%)		
- Based on Consolidated Financial Statements	86.32	60.13
- Based on Separate Financial Statements	135.64	202.63

Opinions of the Board:

It is appropriate to propose the Meeting to consider as follows:

- (1) To acknowledge the interim dividend paid on December 4, 2024 at THB 0.0600 per share or equivalent to THB 229.5 million;
- (2) To approve the additional dividend payment from 2024 operating performance at THB 0.1925 per share or equivalent to THB 736.3 million; and
- (3) It is not necessary for the Company to allocate its net profit for legal reserve because the legal reserve has been fully allocated as required by law.

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 appointment of the directors to replace the directors who are due to retire by rotation

Facts and Rationales:

To comply with Article 17 of the Company's Articles of Association and Section 71 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto), at every Annual General Meeting of Shareholders, one-third (1/3) of total directors must retire from office. Should the directors be unable to be divided into three parts, the number of directors closest to one-third (1/3) of all directors shall retire. In this respect, the retired directors will be eligible for re-election.

At present, the Company has 10 directors. Therefore, at this 2025 Annual General Meeting of shareholders, there are 4 directors who are due to retire by rotation, listed as follows:

- (1) Ms. Jareeporn Jarukornsakul Chairman of the Board of Directors
- (2) Mr. Vivat Jiratikarnsakul Director
- (3) Dr. Luxmon Attapich Independent Director
- (4) Mr. Natthapatt Tanboon-ek Director

With respect to the nomination, the Company posted on its website and announced through the Stock Exchange of Thailand disclosure system to provide an opportunity for shareholders to propose names of qualified persons to be elected as directors for this Meeting in advance, from October 1, 2024, to December 30, 2024. However, no candidates were proposed by any shareholders.

The Nomination and Remuneration Committee (without the interested members) has thoroughly considered, scrutinized, and selected candidates according to the company's established nomination process, by taking into account diversity, expertise, and appropriate qualifications that would maximize benefits to the Company's operations which including but not limited to knowledge, competencies, skills, professional skills, and diverse experiences of the candidates proposed for directorship, and deemed it appropriate to re-elect the 4 directors who are due to retire by rotation to re-appointment for another term. The Profiles of 4 directors are provided in **Attachment 2**.

In addition, pursuant to Section 86 of the Public Limited Companies Act, B.E 2535 (1992) (including any amendment thereto), 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. Vivat Jiratikarnsakul, Dr. Luxmon Attapich and Mr. Natthapatt Tanboon-ek are not hold any directorship or executive positions in other businesses that may cause a conflict of interest or be in competition with the Company.

Ms. Jareeporn Jarukornsakul is currently hold the position of Independent Director of The Siam Cement Public Company Limited that operates a solar energy business which may be deemed to have the same nature of business and compete with that of the subsidiary's solar energy business. Nevertheless, the similarity of such businesses with the Company subsidiaries' business is insignificant that could cause a conflict of interest. Therefore, it would not affect the directorship but should be disclosed to the shareholders' meeting before passing a resolution

on the appointment, in accordance with the requirements stipulated in Section 86 of the Public Limited Companies Act B.E. 2535 (1992).

Opinions of the Board:

The Board (without the interested directors) has carefully and thoroughly considered and agreed with the recommendation of the Nomination and Remuneration Committee that the 4 nominated directors have been considered in accordance with the Company's procedure with proper qualifications as required by the company's Articles of Association, the Public Limited Companies Act, and the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. Each nominee possesses knowledge and qualifications in accordance with the relevant regulations and is appropriate for the Company's business operations, making them suitable candidates for directorship positions within the Company.

In addition, the Board has opined that Dr. Luxmon Attapich, an independent director, is qualified for an independent director in accordance with the Company's and the Stock Exchange of Thailand's definition of independent director which is inherently greater than those required by the Office of the Securities and Exchange Commission. This also complies with the relevant laws and regulations concerning independent directors. (Qualifications of independent directors appear in Form 56-1 One Report).

Therefore, the Board deems it appropriate to propose the Meeting to acknowledge Ms. Jareeporn Jarukornsakul's directorship in another company operating a similar business to the Company and approve the re-appointment of the following directors who are due to retire by rotation to resume directorship and subcommittee members for another term;

- (1) Ms. Jareeporn Jarukornsakul as Chairman of the Board of Directors
- (2) Mr. Vivat Jiratikarnsakul as Director
- (3) Dr. Luxmon Attapich as Independent Director
- (4) Mr. Natthapatt Tanboon-ek as Director

Voting:

To be approved by a simple majority vote of shareholders attending the meeting and casting their votes. The re-appointment of directors shall be considered individually.

Agenda 5 To consider and approve the directors' remuneration for 2025

Facts and Rationales:

To comply with Article 22 of the Company's Articles of Association and Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (including any amendment thereto), the directors are entitled to receive the director remuneration from the Company in the form of reward, meeting

allowance, gratuity, bonus, or return in other nature as considered and resolved by the shareholders' meeting with votes no less than two-thirds (2/3) of total votes of the shareholders attending the meeting.

To ensure that the Board receives appropriate and fair remuneration, the Nomination and Remuneration Committee has preliminarily considered the structure and composition of the remuneration and proposed the Board to consider the appropriation of the remuneration and further propose to the Annual General Meeting of Shareholders for approval.

The Nomination and Remuneration Committee has established the criteria for the 2025 annual director remuneration by considering factors such as scope of works, roles and responsibilities, performance achievements linked to both short-term and long-term business results, and other relevant factors. Additionally, a benchmarking analysis was conducted against remuneration rates of other companies in the same or similar industries and size. As a result, the Committee proposes that the remuneration criteria and rates for directors in 2025 remain the same from those in 2024.

Details are as follows:

(1) Retainer fee and meeting allowance

Type of remuneration	2025	2024
1. Retainer fee (THB/year)*		
- Chairman	200,000	200,000
- Director	150,000	150,000
2. Meeting Allowance of Board of Directors (THB/year)**		
- Chairman	30,000	30,000
- Director	25,000	25,000
3. Meeting Allowance of Audit Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000
4. Meeting Allowance of Nomination and Remuneration Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000
5. Meeting Allowance of Risk Management Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000
6. Meeting Allowance of Executive Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000

Type of remuneration	2025	2024
7. Meeting Allowance of Corporate Governance and Sustainable Development Committee (THB/year)**		
- Chairman	25,000	25,000
- Director	15,000	15,000

Remark: *Payment will be averaged and paid on a monthly basis.

**The meeting allowance is payable to directors and members attending the meeting only.

- (2) 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 December 31, 2025. The Board of Directors or any person assigned by the Board of Directors is authorized to set details and other conditions of the bonus payment.

- (3) Other Types of Remuneration / Benefits

2025	2024
-None-	-None-

Opinions of the Board:

The Board has considered the directors' remuneration for 2025, as recommended by the Nomination and Remuneration Committee and deems it appropriate to propose the Meeting to consider and approve the directors' remuneration for 2025 which is proposed at the same rate as for 2024, based on the rationale and details mentioned above.

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 auditor's fee for 2025

Facts and Rationales:

To comply with Article 36 of the Company's Articles of Association and Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), the Annual General Meeting of Shareholders is required to consider the appointment of the auditor and the determination of the audit fees annually.

For the appointment of the auditor and determination of the auditor's fee for 2025, the Audit Committee has considered, the auditors taking into account their qualifications, independency, past performance, and deemed appropriate to propose the Board to consider and approve the appointment of PricewaterhouseCoopers ABAS Ltd. ("PwC") as the Company's audit firm. The Audit Committee has opined that PwC and its auditors is certified by the Office of the Securities

and Exchange Commission (“Office of SEC”) and having the high-quality audit performance, expertise in the Company's business, and reasonable audit fee structure. Where any of the following auditors shall be authorized to review and give opinions on the Company's financial statements for 2025:

Name of auditor	Certified Public Account No.	No. of years certified on the Company's financial statements
(1) Ms. Wanvimol Preechawat	9548	2 years (2023-2024)
(2) Mr. Pongthavee Ratanakoses	7795	-
(3) Mr. Kan Tanthawirat	10456	-

In the absence of the above-named auditors, PwC is authorized to designate another 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/ its subsidiaries/ executives/ major shareholders, or any persons related to the aforementioned parties.

Profiles of the proposed auditors for appointment 2025 are provided in **Attachment 3**.

For the auditor's fee for 2025, the Audit Committee has considered and deemed it appropriate to proposed the Meeting to consider and determine the audit fee in the amount of THB 1,674,000 and other expenses as relevant to the audit according to the appropriation.

For non-audit fee in 2025 (if any), the fee will be determined based on the type and volume of services provided by PwC. Such services must not affect the auditors' independence in performing their duties.

Comparison of Auditor's fee between 2025 and 2024

Unit: THB

Item	2025	2024	Change
Audit fee of the Company	1,674,000	1,674,000	-
Non-audit fee	- None -	- None -	-

The auditors of the Company and all subsidiaries in Thailand are under the same audit firm, i.e., PwC, and PwC has achieved their good performance as the auditors of the Company and subsidiaries.

Opinions of the Board:

The Board has considered and agreed with the proposal made by the Audit Committee, deemed it appropriate to propose the Meeting to appoint PwC to be the audit firm of the Company and the

certified public accountants as listed above from PwC to be the Company's auditors for 2025 together with the determination of audit fee at an amount of THB 1,674,000.

Voting:

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

Agenda 7 To consider and approve the amendment to Article 30 of the Company's Article of Association

Facts and Rationales:

Referring to the current Articles of Association of the Company, there are no provisions regarding signatory authority in cases where authorized directors wish to use electronic signatures. Therefore, in order to align the Company's Articles of Association with the Electronic Transactions Act B.E. 2544 (2001) and its amendments, which was enacted as the principal legislation to support the use of electronic signatures and to ensure that electronic transactions are as reliable as transactions conducted through traditional methods, as well as to promote flexibility in signing and support the development of electronic signature usage, it is proposed to amend the Company's Articles of Association regarding the directors' signatory authority. This amendment would enable the use of electronic signatures without requiring the affixation of the Company's seal. The Meeting is proposed to consider and approve the amendment to the Company's Articles of Association, with details of the proposed amendments as follows:

Current Articles of Association	Proposed Amendment
<p>Article 30.</p> <p>The authorized directors are two (2) directors are authorized to jointly sign on behalf of the company, together with the company's seal affixed.</p> <p>The board of directors is entitled to determine and change the number and name of authorized directors.</p>	<p>Article 30.</p> <p>The authorized directors are two (2) directors are authorized to jointly sign on behalf of the company, together with the company's seal affixed.</p> <p>The board of directors is entitled to determine and change the number and name of authorized directors.</p> <p><u>In case of the directors sign by digital signature or electronic signature, two (2) directors are authorized to jointly sign without the company's seal affixed.</u></p>

Opinions of the Board:

It is appropriate to propose the Meeting to consider and approve the amendment to Article 30 of the Company's Article of Association in accordance with the details as proposed.

Voting:

To be approved by the votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 8 To consider other business (if any)

The Record Date to determine the shareholders entitled to attend the 2025 Annual General Meeting of Shareholders is set on March 7, 2025.

All shareholders are cordially invited to attend 2025 Annual General Meeting of Shareholders **through Electronic means (E-AGM)** on the date, at the time specified above (The Company has not arranged any meeting room). The AGM will be only conducted by electronic means, as well as the registration voting. The Company has used "Inventech Connect" system provided by Inventech Systems (Thailand) Company Limited for this E-AGM.

Important information for shareholders

Shareholders or proxies who wish to attend the E-AGM, please consider and comply with the details about "Recommendations on the Required Documents for Registration, Proxy, Voting, and Vote Counting for the Shareholders' Meeting through Electronic means (E-AGM)" and "Guidelines for attending of Electronic Meeting by Inventech Connect" provided in **Attachment 4** and **Attachment 5**

Electronic system for submitting E-Request registration and required documents will be available for shareholders or proxies in advance beginning from Friday, April 11, 2025 at 08.30 a.m. onward. After the submission 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-AGM on Tuesday, April 22, 2025 beginning from 12.00 p.m. until the meeting is adjourned.

Please submit an E-Request at:

<https://serv.inventech.co.th/WHAUP176700R/#/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 7** and execute only one of the aforementioned forms. Then, submit the meeting attendance request form and other required documents (in **Attachment 4**) 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 proposed by the Company to act as Proxy for Shareholders are provided herewith as **Attachment 6**. The Shareholders can submit the completed Proxy Form with the required documents (in **Attachment 4**) to the Company in advance so that the Company receives them by Friday, April 18, 2025. Please submit to the company's address as follows:

Corporate Secretary Department
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

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 8**.

The Company has established a Privacy Notice for the Shareholders' Meeting in accordance with the Personal Data Protection Act B.E. 2562 (2019) to inform shareholders/proxies, as data subjects, about the purposes and necessity of collecting, using, and disclosing their personal data. This is to facilitate participation in the Shareholders' Meeting and to comply with relevant laws. Further details can be found on the Company's website: www.wha-up.com.

Yours sincerely,

On behalf of the Board

-Signature-

(Ms. Jareeporn Jarukornsakul)

Chairman of the Board of Directors

Corporate Secretary Department
Tel. +662-719-9559
Email: corporate-secretary@wha-up.com

**Profiles of the Nominated Candidates to be Directors to Replace
the Directors who are Due to Retire by Rotation
(Information as of March 14, 2025)**

1. Ms. Jareeporn Jarukornsakul

Type of director proposed: Director

Current position: Chairman of the Board of Directors / Chairman of the Executive Committee / Chairman of the Risk Management Committee / Nomination and Remuneration Committee member

Date of Appointment as a Director: March 25, 2015 (tenure 10 years 1 month as the director)

Age: 57 years

Educational Qualification:

- Doctor of Philosophy, honoris causa (Occupational Health and Safety), Mahidol University
- The Honorary Doctorate Degree of Arts in Entrepreneurship, Bangkok University
- Honorary Degree of Doctor of Business Administration, Ramkhamhaeng University
- Honorary Doctor Degree of Business Administration in Logistics and Supply Chain, Suan Sunandha Rajabhat University
- Doctor of Business Administration, Western University
- The Honorary Ph. D. Degree, Logistics and Supply Chain Management, Christian University
- Master's degree, Business Administration, Bangkok University
- Bachelor's degree, Public Health, Mahidol University

Training with Thai Institute of Directors (IOD):

- Subsidiary Governance Program (SGP) Class 6/2023
- Director Leadership Certification Program (DLCP) Class 0/2021
- Role of Chairman Program (RCP) Class 46/2020
- Corporate Governance for Capital Market Intermediaries Program (CGI) Class 17/2016
- Director Accreditation Program (DAP) Class 210/2015
- Director Certification Program (DCP) Class 94/2012

Other Training:

- Wellness & Healthcare Business Opportunity for Executives Program (WHB) Class 1/2021, ASEAN Institute for Health Development, Mahidol University
- The National Defense Program Class 60/2017, Thailand National Defense College
- The Senior Executive Program in Energy Literacy for a Sustainable Future Class 9/2017, Thailand Energy Academy
- The Senior Executives Program in Justice Administration Class 20/2015, National Justice Academy, Office of Courts of Justice
- Executive Leadership Program Class 18/2014, Capital Market Academy

- Bank's Preparations for Compliance with Personal Data Protection Act (PDPA) and Cyber Security Act, Baker & McKenzie and PwC Thailand
- Cyber Resilience Leadership: Tone from the Top 2020, Bank of Thailand in collaboration with Securities and Exchange Commission and Office of Insurance Commission
- Cyber Armor: Capital Market Board Awareness about Cybersecurity and Intelligence Threats Assessment, Securities and Exchange Commission

Shareholding in WHAUP (including spouse and minor) as of December 31, 2024

73,836,600 shares or 1.93%

Family relationship among Directors and Executives

- None -

Meeting attendance in 2024

- Board of Directors 8/8 meeting (100%)
- Executive Committee 8/8 meeting (100%)
- Risk Management Committee 4/4 meeting (100%)
- Nomination and Remuneration Committee 4/4 meeting (100%)
- Annual General Meeting of Shareholders 1/1 meeting (100%)

Directorship / being an Executive in other business that may compete with or have any conflict of interest against the Company

- Independent Director of the Siam Cement Public Company Limited, Solar Business

Directorship / being an Executive in Other Listed Companies

Period	Position	Company
2012 - Present	Director	WHA Corporation Public Company Limited
2023 - Present	Vice Chairman of the Board of Directors	
2018 - Present	Chairman of the Executive Committee	
2021 - Present	Corporate Governance and Sustainable Development Committee Member	
2021 - Present	Risk Management Committee Member	
2015 - Present	Nomination and Remuneration Committee Member	
2015 - Present	Group Chief Executive Officer	
2024 - Present	Acting Chief Operating Officer	
May 2024 - Present	Member of the Executive Committee	SCB X Public Company Limited
2023 - Present	Member of the Nomination, Compensation and Corporate Governance	
2022 - Present	Director	

Period	Position	Company
2022 – Present	Independent Director Member of the Governance and Nomination Committee	The Siam Cement Public Company Limited

Directorship / being an Executive in Other Companies (Non-Listed Companies)

Position in Subsidiaries of WHA Utilities and Power Public Company Limited

Period	Position	Company
2023 - Present	Chairman of the Board of Directors	WHAUP (SG) 5 PTE. Limited
2023 - Present	Chairman of the Board of Directors	WHAUP (SG) 4 PTE. Limited
2022 - Present	Chairman of the Board of Directors	WHAUP (SG) 3 PTE. Limited
2021 - Present	Chairman of the Board of Directors	WHAUP Asia Reclamation Water Company Limited
2019 - Present	Chairman of the Board of Directors	WHAUP (SG) 2DR PTE. Limited
2018 - Present	Chairman of the Board of Directors	WHAUP Nghe An Joint Stock Company
2018 - Present	Chairman of the Board of Directors	WHA Solar Company Limited
2017 - Present	Chairman of the Board of Directors	WHAUP (SG) 1 PTE. Limited
2017 - Present	Chairman of the Board of Directors	WHAUP (SG) 2 PTE. Limited
2017 - Present	Chairman of the Board of Directors	WHAUP International Company Limited
2015 - Present	Chairman of the Board of Directors	WHA Water Company Limited
2015 - Present	Chairman of the Board of Directors	WHA Energy Company Limited
2015 - Present	Chairman of the Board of Directors	WHA Energy 2 Company Limited

Position in Subsidiaries of WHA Corporation Public Company Limited

Period	Position	Company
2018 - Present	Chairman of the Board of Directors Chairman of the Executive Committee	WHA Industrial Development Public Company Limited
Mar 2024 - Present	Director	Mobilix Company Limited
2023 - Present	Chairman of the Board of Directors	WHA Future Energy Company Limited
2021 - Present	Director	WHA Digital Company Limited
2019 - Present	Chairman of the Board of Directors	WHA Real Estate Management Company Limited
2016 - Present	Chairman of the Board of Directors	WHA Daiwa Logistics Property Company Limited
2015 - Present	Director	WHA Venture Holding Company Limited
2013 - Present	Chairman of the Board of Directors	WHA KPN Alliance Company Limited

Period	Position	Company
2006 - Present	Director	Warehouse Asia Alliance Company Limited
2003 - Present	Director	WHA Alliance Company Limited

Position in Associated Companies of WHA Corporation Public Company Limited

Period	Position	Company
2023 - Present	Director	WHA KW TTA Company Limited
2023 - Present	Director	WHA KW 4 Company Limited
2021 - Present	Director	WHA KW 2 Company Limited
2021 - Present	Director	WHA KW 3 Company Limited
2020 - Present	Director	WHA KW Alliance Company Limited
2016 - Present	Director	Central WHA Alliance Company Limited

Position in Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
Dec 2024 - Present	Director	WHA Industrial Zone Thanh Hoa JSC
2021 – Present	Director	Wei Hua Guo Tai (Sanya) Business Consulting Company Limited
2019 - Present	Director	WHA Industrial Development 2(SG) PTE. Limited
2018 - Present	Chairman of the Board of Directors	WHA Industrial REIT Management Company Limited
2018 - Present	Chairman of the Board of Directors	WHA Industrial Estate Rayong Company Limited
2017 - Present	Chairman of the Board of Directors	WHA Industrial Zone Nghe An Joint Stock Company
2017 - Present	Director	WHA Industrial Management Services Vietnam Company Limited
2016 - Present	Director	WHA Industrial Development International Company Limited
2016 - Present	Director	WHA Industrial Development (SG) PTE. Limited
2015 - Present	Director	WHA Connect Company Limited
2015 - Present	Director	WHA Eastern Industrial Estate Company Limited
2015 - Present	Vice Chairman of the Board of Directors	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	WHA Industrial Development International (BVI) PTE.

Period	Position	Company
2015 - Present	Director	WHA Industrial Development Engineering Company Limited
2015 - Present	Director	The Park Residence 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

Position in Other Companies / Organizations

Period	Position	Company
Mar 2025 - Present	Chairman of the Board of Directors	PointX Company Limited
2012 - Present	Director	WHA Holding Company Limited
1993 - Present	Director	S and J Holding Company Limited

5 Year Past Work Experience and/or Remarkable Positions

Listed Companies

Period	Position	Company
2023 - May 2024	Member of the Risk Oversight Committee	SCB X Public Company Limited
2022 - May 2024	Member of the Technology Committee	
2022 - 2023	Member of the Corporate Social Responsibility Committee	
2022 – Feb 2025	Chairman of Corporate Governance and Sustainable Development Committee	WHA Corporation Public Company Limited
2020 - 2024	Acting Chief Technology Officer	
2018 - 2023	Chairman of the Board of Directors	

Non-Listed Companies

Subsidiaries of WHA Utilities and Power Public Company Limited

Period	Position	Company
2013 - 2020	Director	WHA Gunkul Green Solar Roof 1 Company Limited
2013 - 2020	Director	WHA Gunkul Green Solar Roof 3 Company Limited
2013 - 2020	Director	WHA Gunkul Green Solar Roof 6 Company Limited
2013 - 2020	Director	WHA Gunkul Green Solar Roof 17 Company Limited

Associated Companies of WHA Utilities and Power Public Company Limited

Period	Position	Company
2018 - 2021	Chairman of the Board of Directors	Eastern Seaboard Clean Energy Company Limited
2018 - 2021	Chairman of the Board of Directors	Chonburi Clean Energy Company Limited
2019 - 2020	Director	Duong River Surface Water Plant Joint Stock Company
2018 - 2020	Director	Gulf JP NLL Company Limited
2018 - 2020	Director	Gulf Solar Company Limited
2018 - 2020	Director	Gulf Solar TS1 Company Limited
2018 - 2020	Director	Gulf Solar TS2 Company Limited
2018 - 2020	Director	Gulf TS1 Company Limited
2018 - 2020	Director	Gulf TS3 Company Limited
2017 - 2020	Director	WHA Eastern Seaboard NGD4 Company Limited
2016 - 2020	Director	WHA Eastern Seaboard NGD2 Company Limited
2015 - 2020	Director	B.Grimm Power (WHA) 1 Limited
2015 - 2020	Director	Gulf WHA MT Natural Gas Distribution Company Limited
2015 - 2020	Director	Gulf Solar BV Company Limited
2015 - 2020	Director	Gulf Solar KKS Company Limited
2015 - 2020	Director	Gulf TS2 Company Limited
2015 - 2020	Director	Gulf TS4 Company Limited
2015 - 2020	Director	Gulf VTP Company Limited
2015 - 2020	Director	Gulf NLL2 Company Limited
2018 - 2020	Chairman of the Board of Directors	Rayong Clean Energy Company Limited
2018 - 2020	Chairman of the Board of Directors	Glow Hemaraj Wind Company Limited

Subsidiaries of WHA Corporation Public Company Limited

Period	Position	Company
2023 - Aug 2024	Chief Executive Officer	WHA Industrial Development Public Company Limited
2019 - 2021	Director	WHA-JD Alliance Company Limited
2018 - 2020	Director	WHA Corporation (Hong Kong) Company Limited
2003 - 2020	Director	WHA Indonesia Company Limited

Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
2020 - 2022	Director	WHA TUS Company Limited
2015 - 2020	Director	WHA Industrial Development International (Cayman) Company Limited

Other Companies / Organizations

Period	Position	Company
Jan - May 2024	Member of the Risk Oversight Committee	SCB 10X Company Limited
2020 – May 2024	Director	
2020 - 2022	Director Member of the Technology Committee Member of the Corporate Social Responsibility Committee	Siam Commercial Bank Public Company Limited

2. Mr. Vivat Jiratikarnsakul

Type of director proposed: Director

Current position: Director

Date of Appointment as a Director: March 25, 2015 (tenure 10 years 1 month as the director)

Age: 68 years

Educational Qualification:

- Bachelor of Engineering (Sanitary Engineering), Chulalongkorn University

Training with Thai Institute of Directors (IOD):

- Hot Issue for Directors: Climate Governance Class 2/2023
- Anti-Corruption for Executive Program (ACEP) Class 2/2014
- IOD Luncheon Briefing 1/2013: Thailand Economic Outlook 2013 Program
- Director Accreditation Program (DAP) Class 2/2003
- Director Certification Program (DCP) Class 38/2003

Other Training:

- None -

Shareholding in WHAUP (including spouse and minor) as of December 31, 2024

- None -

Family relationship among Directors and Executives

- None -

Meeting attendance in 2024

- Board of Directors 8/8 meeting (100%)
- Annual General Meeting of Shareholders 1/1 meeting (100%)

Directorship / being an Executive in other business that may compete with or have any conflict of interest against the Company

- None -

Directorship / being an Executive in Other Listed Companies

Period	Position	Company
2016 - Present	Director Executive Committee Member	WHA Corporation Public Company Limited

Directorship / being an Executive in Other Companies (Non-Listed Companies)

Position in Subsidiaries of WHA Corporation Public Company Limited

Period	Position	Company
1995 - Present	Executive Committee	WHA Industrial Development Public Company Limited
1994 - Present	Director	

Position in Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
2018 – Present	Director	WHA Industrial Estate Rayong Company Limited
1994 – Present	Director	Eastern Seaboard Industrial Estate (Rayong) Company Limited

Position in Other Companies / Organizations

Period	Position	Company
Mar 2024 - Present	Independent Director	Rambuttri Rungruang Company Limited

5 Year Past Work Experience and/or Remarkable Positions

Listed Companies

Period	Position	Company
2016 – 2023	Executive Committee member Corporate Governance and Sustainable Development Committee member	WHA Utilities and Power Public Company Limited

Non-Listed Companies

Subsidiaries of WHA Utilities and Power Public Company Limited

Period	Position	Company
2018 – 2023	Director	WHAUP Nghe An Joint Stock Company
2021 – 2023	Director	WHAUP Asia Reclamation Water Company Limited
2019 – 2023	Director	WHAUP (SG) 2DR PTE Limited
2018 – 2023	Director	WHA Solar Company Limited
2017 – 2023	Director	WHAUP (SG) 1 PTE Limited
2017 – 2023	Director	WHAUP (SG) 2 PTE Limited
2017 – 2023	Director	WHAUP International Company Limited
2015 – 2023	Director	WHA Energy 2 Company Limited
2011 – 2023	Director	WHA Energy Company Limited
2005 – 2023	Director	WHA Water Company Limited

Associated Companies of WHA Utilities and Power Public Company Limited

Period	Position	Company
2019 - 2023	Director	Duong River Surface Water Plant Joint Stock Company
2018 – 2021	Director	Gheco-One Company Limited
2009 – 2021	Director	Houay Ho Power Company Limited
2008 – 2021	Director	Houay Ho Thai Company Limited

Subsidiaries of WHA Corporation Public Company Limited

Period	Position	Company
1995 - 2023	Chief Operating Officer	WHA Industrial Development Public Company Limited

Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
2017 – 2023	Director	WHA Industrial Zone Nghe An Joint Stock Company
2017 – 2023	Director	WHA Industrial Management Services Vietnam Company Limited
2021 – 2023	Director	WHA Industrial Building Company Limited
2021 - 2023	Director	Wei Hua Guo Tai (Sanya) Business Consulting Company Limited
2019 - 2023	Director	WHA Industrial Estate Development 2 (SG) PTE Limited
2016 - 2023	Director	WHA Industrial Development (SG) PTE Limited
2016 - 2023	Director	WHA Industrial Development International Company Limited
2015 - 2023	Director	WHA Industrial Development International (SG) PTE Limited
2013 - 2023	Director	Eastern Seaboard Property and Marina Services Company
2012 - 2023	Director	WHA Rayong 36 Company Limited
2005 - 2023	Director	WHA Saraburi Industrial Land Company Limited
2005 - 2023	Director	WHA Rayong Industrial Land Company Limited
2003 - 2023	Director	The Park Residence Company Limited
1997 – 2023	Director	WHA Industrial Development International (BVI) PTE Limited
1996 - 2023	Director	WHA Eastern Seaboard Industrial Estate Company Limited
1995 - 2023	Director	WHA Eastern Pipeline Services Company Limited
1994 – 2023	Director	WHA Eastern Industrial Estate Company Limited
2020 - 2022	Director	WHA TUS Company Limited
1994 - 2020	Director	WHA Industrial Development International (Cayman) Company Limited

Associated Companies of WHA Industrial Development Public Company Limited

Period	Position	Company
2020 - 2022	Director	BIG WHA Industrial Gas Company Limited

3. Dr. Luxmon Attapich

Type of director proposed: Independent Director

Current position: Independent Director / Audit Committee member / Corporate Governance and Sustainable Development Committee member

Date of Appointment as a Director: December 3, 2024 (tenure 5 months as the independent director)

Age: 51 years

Educational Qualification:

- Doctor of Philosophy in South East Asian Studies (Economic Development), University of Hull, United Kingdom
- Master's degree in South East Asian Studies (Economic Development), University of Hull, United Kingdom
- Diploma in Economics, University of Cambridge, United Kingdom
- Bachelor's degree in Political Science, Public Finance Chulalongkorn University (First Class Honors with Gold Medal)

Training with Thai Institute of Directors (IOD):

- Director Certification Program (DCP) Class 372/2024

Other Training:

- None -

Shareholding in WHAUP (including spouse and minor) as of December 31, 2024

- None -

Family relationship among Directors and Executives

- None -

Meeting attendance in 2024

- Board of Directors 1/1 meeting (100%)

Directorship / being an Executive in other business that may compete with or have any conflict of interest against the Company

- None -

Directorship / being an Executive in Other Companies (Non-Listed Companies)

Period	Position	Company
2023 - Present	Advisor (Consultant)	World Bank Group
2022 - Present	Global Partnership Program Committee Member	Program Management Unit for Competitiveness (PMUC)

5 Year Past Work Experience and/or Remarkable Positions

Period	Position	Company
2022 - 2023	Advisor to President	Thailand Science Research and Innovation (TSRI)
2018 - 2021	Deputy Secretary-General	Eastern Economic Corridor Office of Thailand
2005 - 2018	Senior Economics Officer	Asian Development Bank

4. Mr. Natthapatt Tanboon-ek

Type of director proposed: Director

Current position: Director / Executive Committee member

Date of Appointment as a Director: August 10, 2024 (tenure 8 months as the director)

Age: 49 years

Educational Qualification:

- Master's degree, Business Administration (Finance), University of Baltimore, USA
- Bachelor's degree, Electrical Engineering, Chulalongkorn University

Training with Thai Institute of Directors (IOD):

- Director Certification Program (DCP) Class 302/2021
- Company Secretary Program (CSP) Class 33/2009

Other Training:

- E-learning CFO's Refresher (Thai Version) 2024 Thailand Securities Institute, The Stock Exchange of Thailand
- The Executive Program in Energy Literacy for a Sustainable Future (TEA) Class 20, Thailand Energy Academy
- STX - Sustainability Transformation Xponential Class 1, RISE Regional Corporate Innovation Powerhouse
- DTX - Digital Transformation Xponential Class 3, RISE Regional Corporate Innovation Powerhouse
- E-learning CFO's Refresher Course 2565, Capital Market Knowledge Development Center, The Stock Exchange of Thailand
- E-learning CFO's Refresh Course (English Version) 2020, Thailand Securities Institute, The Stock Exchange of Thailand
- New Revenue Recognition Criteria according to TFRS 15 for General Business Program Class 4/2019, Federation of Accounting Professions
- Summary of Changes and Significant Issues of TFRS (Revised Version) Program Class 2/2019, Federation of Accounting Professions
- Executive Development Program (EDP) Class 11, Thai Institute of Directors
- Credit Derivative and CDO Master Class, ACF Academy
- Finance for Financial Manager, GDF SUEZ University
- Financial Advisor License, The Securities and Exchange Commission
- Beta Alpha Gamma (awards granting to top 10% of MBA students of accredited universities in USA)

Shareholding in WHAUP (including spouse and minor) as of December 31, 2024

- None -

Family relationship among Directors and Executives

- None -

Meeting attendance in 2024

- Board of Directors 3/3 meeting (100%)
- Executive Committee 8/8 meeting (100%)

Directorship / being an Executive in other business that may compete with or have any conflict of interest against the Company

- None -

Directorship / being an Executive in Other Listed Companies

Period	Position	Company
Jan 2025 - Present	Group Chief Financial Officer	WHA Corporation Public Company Limited
2020 - Present	Executive Committee Member	

Directorship / being an Executive in Other Companies (Non-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 Solar Company Limited
2023 - Present	Director	WHAUP Nghe An Joint Stock Company
2023 - Present	Director	WHAUP (SG) 1 PTE. Limited
2023 - Present	Director	WHAUP (SG) 2 PTE. Limited
2023 - Present	Director	WHAUP (SG) 2DR PTE. LIMITED
2023 - Present	Director	WHAUP (SG) 3 PTE. Limited
2019 - Present	Chairman of the Board of Director	WHA Gunkul Green Solar Roof 1 Company Limited
2019 - Present	Chairman of the Board of Director	WHA Gunkul Green Solar Roof 3 Company Limited
2019 - Present	Chairman of the Board of Director	WHA Gunkul Green Solar Roof 6 Company Limited
2019 - Present	Chairman of the Board of Director	WHA Gunkul Green Solar Roof 17 Company Limited

Position in Associated Companies of WHA Utilities and Power Public Company Limited

Period	Position	Company
Aug 2024 - Present	Director	GHECO-One Company Limited
Jul 2024 - Present	Director	Gulf TS1 Company Limited
Jul 2024 - Present	Director	Gulf TS2 Company Limited
Jul 2024 - Present	Director	Gulf TS3 Company Limited
Jul 2024 - Present	Director	Gulf TS4 Company Limited
Jul 2024 - Present	Director	Gulf VPT Company Limited
Jul 2024 - Present	Director	Gulf NLL2 Company Limited

Period	Position	Company
2023 - Present	Director	Duong River Surface Water Plant Joint Stock Company
2020 - Present	Director	Gulf JP NLL Company Limited
2020 - Present	Director	Gulf Solar Company Limited
2020 - Present	Director	Gulf Solar BV Company Limited
2020 - Present	Director	Gulf Solar TS1 Company Limited
2020 - Present	Director	Gulf Solar TS2 Company Limited
2020 - Present	Director	Gulf Solar KKS Company Limited
2019 - Present	Director	B. Grimm Power (WHA) 1 Company Limited

Position in Subsidiaries of WHA Corporation Public Company Limited

Period	Position	Company
Mar 2025 - Present	Director	WHA Future Energy Company Limited
Mar 2024 - Present	Director	Mobilix Company Limited
Mar 2023 - Present	Director	WHA Digital Venture Company Limited
2022 - Present	Executive Committee	WHA Industrial Development Public Company Limited
2021 - Present	Director	WHA Digital Company Limited
2021 - Present	Director	WHA Venture Holding Company Limited
2021 - Present	Director	WHA KPN ALLIANCE Company Limited
2021 - Present	Director	WHA Daiwa Logistics Property Company Limited
2021 - Present	Director	PT WHA Indonesia Company Limited

Position in Associated Companies of WHA Corporation Public Company Limited

Period	Position	Company
Dec 2023 - Present	Director	WHA GC Logistics Company Limited
Mar 2023 - Present	Director	WHA KW TTA Company Limited
Feb 2023 - Present	Director	WHA KW 4 Company Limited
2021 - Present	Director	WHA KW 2 Company Limited
2021 - Present	Director	WHA KW 3 Company Limited
2020 - Present	Director	WHA KW ALLIANCE Company Limited
2021 - Present	Director	Supernap (Thailand) Company Limited

Position in Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
Dec 2024 - Present	Director	WHA Industrial Zone Thanh Hoa Joint Stock Company
Jan 2023 - Present	Director	WHA Eastern Seaboard Industrial Estate Company Limited
Jan 2023 - Present	Director	WHA Rayong Industrial Land Company Limited

Period	Position	Company
Jan 2023 - Present	Director	WHA Saraburi Industrial Land Company Limited
Jan 2023 - Present	Director	WHA Rayong 36 Company Limited
Jan 2023 - Present	Director	WHA Eastern Seaboard Industrial Estate 4 Company Limited
Jan 2023 - Present	Director	WHA Eastern Pipeline Services Company Limited
Jan 2023 - Present	Director	Eastern Seaboard Property and Marina Services Company Limited
Jan 2023 - Present	Director	WHA Eastern Industrial Estate Company Limited
Jan 2023 - Present	Director	The Park Residence Company Limited
Jan 2023 - Present	Director	Wei Hua Guo Tai (Sanya) Business Consulting Co. Ltd
Jan 2023 - Present	Director	WHA Industrial Development International (BVI) Company Limited
Jan 2023 - Present	Director	WHA Industrial Development 2 (SG) PTE. Limited
Jan 2023 - Present	Director	WHA Industrial Development (SG) PTE. Limited
Jan 2023 - Present	Director	WHA Industrial Development International (SG) PTE. Limited
2022 - Present	Director	WHA Industrial Zone Nghe An Joint Stock Company
2021 - Present	Director	WHA Connect Company Limited
2021 - Present	Director	WHA Industrial Building Company Limited
2021 - Present	Director	WHA Industrial Development Engineering Company Limited
2020 - Present	Director	WHA Industrial Development International Company Limited

Position in Associated Companies of WHA Industrial Development Public Company Limited

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

5 Year Past Work Experience and/or Remarkable Positions

Listed Companies

Period	Position	Company
2020 – Dec 2024	Chief Financial Officer	WHA Corporation Public Company Limited
2019 - 2020	Chief Financial Officer	WHA Utilities and Power Public Company Limited
2017 - 2019	Chief Accounting and Financial	Sernsang Power Corporation Public Company Limited

Other Listed Companies

Associated Companies of WHA Utilities and Power Public Company Limited

Period	Position	Company
2019 - 2025	Director	Gulf WHA MT Natural Gas Distribution Company Limited

Period	Position	Company
2019 - 2025	Director	WHA Eastern Seaboard NGD2 Company Limited
2019 - 2025	Director	WHA Eastern Seaboard NGD4 Company Limited
2019 - 2023	Director	Houay Ho Thai Company Limited
2019 - 2021	Director	Eastern Seaboard Clean Energy Company Limited
2019 - 2021	Director	Chonburi Clean Energy Company Limited
2019 - 2021	Director	Gulf TS1 Company Limited
2019 - 2021	Director	Gulf TS2 Company Limited
2019 - 2021	Director	Gulf TS3 Company Limited
2019 - 2021	Director	Gulf TS4 Company Limited
2019 - 2021	Director	Gulf VTP Company Limited
2019 - 2021	Director	Gulf NLL 2 Company Limited

Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
2020 – Aug 2024	Chief Financial Officer	WHA Industrial Development Public Company Limited

Associated Companies of WHA Corporation Public Company Limited

Period	Position	Company
2022 – Feb 2024	Director	Storage Asia Public Company Limited
2021 - 2022	Director	Storage Asia Company Limited

Subsidiaries of WHA Industrial Development Public Company Limited

Period	Position	Company
2023 – Nov 2024	Director	WHA TUS Company Limited

Profiles of the Auditors

1. **Ms. Wanvimol Preechawat** **Certified Public Accountant (Thailand) No.9548**
Education and experiences
 - Master's degree in Young-Executive MBA, Chulalongkorn University
 - Bachelor's Degree in Business Administration with Accounting Major, Kasetsart University
 - Auditor approved by the Office of SEC
 - Having approx. 20 years auditing experience in listed companies under SET and non-listed companies such as utilities business, energy business, construction business, manufacturing, and service provider business.

2. **Mr. Pongthavee Ratanakoses** **Certified Public Accountant (Thailand) No.7795**
Education and experiences
 - Master of Accountancy, University of Illinois at Urbana-Champaign, US CPA
 - Bachelor's Degree in Accounting, Thammasat University
 - Auditor approved by the Office of SEC
 - Having approx. 26 years auditing experience in listed companies under SET and non-listed companies such as real estate business, petrochemical business, manufacturing, and trading business.

3. **Mr. Kan Tanthawirat** **Certified Public Accountant (Thailand) No.10456**
Education and experiences
 - Bachelor's Degree in Accounting, Thammasat University
 - Auditor approved by the Office of SEC
 - Having approx. 20 years auditing experience in listed companies under SET and non-listed companies such as Refinery business, oil and natural gas trading business, service provider and trading business.

Neither of the 3 auditors listed above has any relationship or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or any persons related thereto.

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

Attending the E-AGM

Shareholder / Proxy who wish to attend the E-AGM must submit an E-Request form with required supporting documents to receive a username, password, and link for registration in advance from April 11, 2025 at 8.30 a.m. onwards.

Please submit an E-Request at:

<https://serv.inventech.co.th/WHAUP176700R/#/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-AGM on Tuesday, April 22, 2025, 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-AGM by using the username and password sent to you. You will be legally deemed to have attended and voted in the Meeting.

Please see “Guidelines for attending of Electronic Meeting by Inventech Connect” (**Attachment 5**). 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 depository 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 depositary 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. In this case, shareholders are not required to submit a request through the E-Request system.
- (5) Please affix Baht 20 stamp duty and specify the date of Proxy Form across such stamp duty.
- (6) In case shareholder desires to revoke the proxy, the shareholder must notify the Company of the revocation in a written form before the meeting date or by April 21, 2025.

Required Documents for the registration

1. Shareholder / Proxy wishing to attend the E-AGM

1.1 Individual Shareholders

(1) Attendance the E-AGM 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-AGM)**
 - (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-AGM 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 6) 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 April 18, 2025, to the Company for verification of the information's accuracy at:

Corporate Secretary Department,
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

In the case of proxy appointment to an independent director, shareholders are not required to submit a request through the E-Request system.

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 through Electronic means (e-Voting)

Voting, and Vote Counting through Electronic means (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.
2. 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).
3. In case of Proxy:
 - 3.1 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.
 - 3.2 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.

4. 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.
5. 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.
6. 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.
7. The resolution of the meeting must consist of the following votes:
 - 7.1 In ordinary cases, a resolution shall be adopted by the majority votes of shareholders present and voting.
 - 7.2 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.
 - 7.3 In the case of equal voting, the Chairman of the meeting shall have a casting vote.
 - 7.4 Shareholder or Proxy who has any special interest in a resolution cannot vote on such resolution.
 - 7.5 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 to the meeting after the completion of the vote counting for each agenda item.
 - 7.6 The Vote counting in this E-AGM is conducted via electronic means controlled and managed by e-Voting system without physical ballot. As a result, this meeting would not have invalid ballots.

Remark:

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

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the AGM Meeting through electronic means can proceed according to the procedure for submitting the request form to attend the E-AGM through electronic means 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/WHAUP176700R/#/homepage> or scan QR Code and follow the steps as shown below.



** If you wish to merge user accounts, please complete the transaction using the same email and phone number. Please note that a single username cannot be used to access the Inventech Connect system for attending the meeting simultaneously from different devices.**

- 1 Click link URL or scan QR Code
- 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 and proxies who would like to attend the E-AGM (except for the proxies granted to the Company's Independent Director), The electronic registration will be available from **April 11, 2025 at 8.30 a.m. and shall be closed on April 22, 2025 until the meeting adjourned.**

3. The electronic conference system will be available on April 22, 2025 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 proceed in accordance with the instruction in the **Attachment 4. The Proxy Form together with required documents must be submitted to the Company by April 18, 2025, by deliver to the following address:**

Corporate Secretary Department
 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

If you encounter any usage issues, please contact Inventech Call Center

Tel: +662-460-9226

Line: @inventechconnect

Available during April 11-22, 2025 at 08.30 a.m. - 05.30 p.m. or until the meeting adjourned.

(Business Day excludes holidays and public holidays)



Report a problem
 @inventechconnect

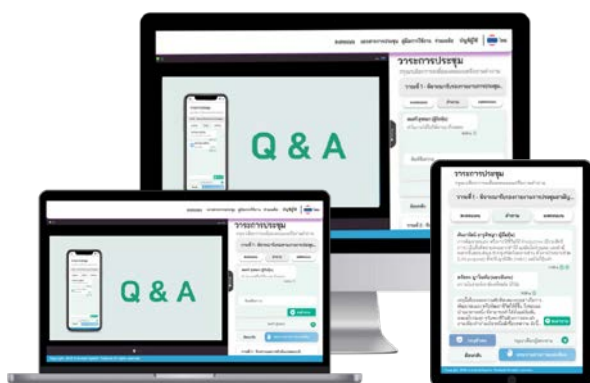
Steps for registration for attending the meeting (e-Register) and for voting process (e-Voting)

- 1 Fill in the 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 “Accept” 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.

Steps to ask questions via Inventech Connect



- 1 Ask a question
 - Select which agenda
 - Click on “Question” button
 - 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 you can open microphone and camera

Remark: 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.

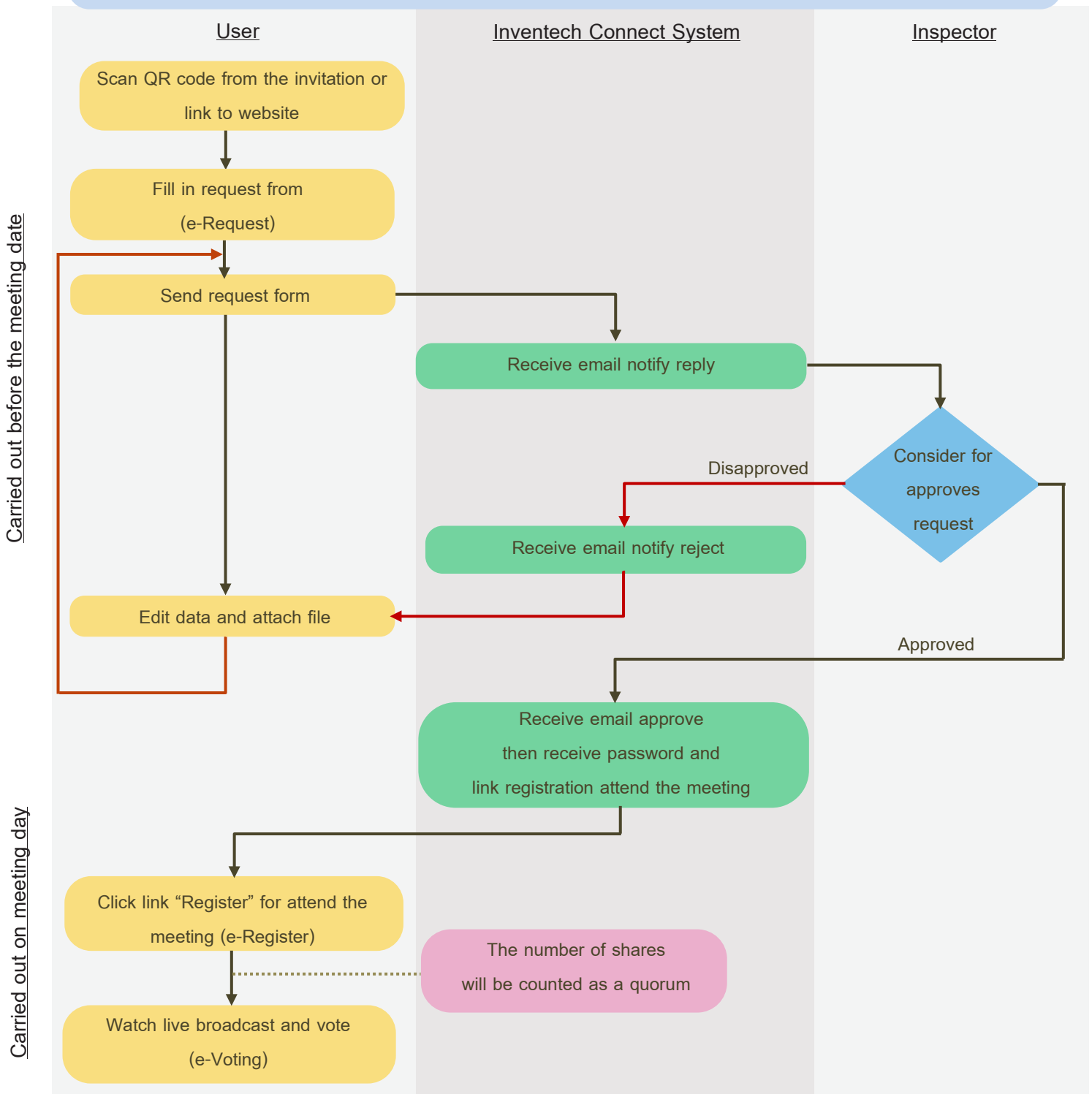
Manual Guidebook for Inventech Connect



Remark: Operation of the electronic conferencing system and Inventech Connect systems will be subject to the shareholder or proxy supporting internet system, including equipment and/or program that can use for best performance. Please use the following equipment and/or program:

1. Internet speed requirements
 - High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must 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 support internet explorer**.

Guidelines for attending of Electronic Meeting (e-Meeting)



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

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

Name	Age (years)	Position	Address	Special conflict of interest in the proposed agenda
1. Prof. Dr. Kamphol Panyagometh	53	<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 Phli, Samut Prakarn, Thailand 10540	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. Mr. Numchai Lowattanatakul	69	<ul style="list-style-type: none"> – Independent Director – Chairman of the Corporate Governance and Sustainable Development Committee – Risk Management Committee member 		
3. Dr. Somsak Pratomsrimek	52	<ul style="list-style-type: none"> – Independent Director – Audit Committee member – Nomination and Remuneration Committee member 		

Remark:

Profiles of the Independent Directors appear in Attachment 1 "Profile of Directors, Executives, Controlling Person, Person Taking the Highest Responsibility in Finance and Accounting, Person Supervising Accounting, and Company Secretary" of the Form 56-1 One Report for the year 2024.



Proxy (Form A)

Affix duty
stamp of
Baht 20

Made at

Date Month Year

(1) I/We, Nationality
residing at No. Road Sub-District
District 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 Sub-District
District Province Postal code or

2. Prof. Dr. Kamphol Panyagometh age 53 years
residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7
Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540 or

3. Mr. Numchai Lowattanatakul age 69 years
residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7
Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540 or

4. Dr. Somsak Pratomsrimek age 52 years
residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7
Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540

only of them as my/our proxy to attend and vote for me/us at the 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 2.00 p.m. through Electronic means (E-AGM) 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

(.....)

(.....)

Signed Proxy

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.

Proxy (Form B)

Affix duty
stamp of
Baht 20

Made at

Date Month Year

(1) I/We, Nationality
residing at No. Road Sub-District
District 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 Sub-District

District Province Postal code or

2. Prof. Dr. Kamphol Panyagometh age 53 years

residing at No. 777.WHA.TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7.

Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540 or

3. Mr. Numchai Lowattanatakul age 69 years

residing at No. 777.WHA.TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7.

Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540 or

4. Dr. Somsak Pratomsrimek age 52 years

residing at No. 777.WHA.TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7.

Sub-District Bang Kaeo District Bang Phli Province Samut Prakarn Postal code 10540

only of them as my/our proxy to attend and vote for me/us at the 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 2.00 p.m. through Electronic means (E-AGM) 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 1 To acknowledge the Company's 2024 operating performance and the Management Discussion and Analysis (MD&A)

This agenda is for acknowledgment; therefore, no votes shall be cast.

Agenda 2 To consider and approve the Company's Financial Statements for the fiscal year ended December 31, 2024, audited by the Certified Public Accountant

(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 3 To consider and approve the net profit allocation and dividend payment for the 2024 performance

- (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 4 To consider and approve the appointment of the directors to replace the directors who are due to retire 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 Ms. Jareeporn Jarukornsakul

- Approve Disapprove Abstain

Name of Director 4.2 Mr. Vivat Jiratikarnsakul

- Approve Disapprove Abstain

Name of Director 4.3 Dr. Luxmon Attapich

- Approve Disapprove Abstain

Name of Director 4.4 Mr. Natthapatt Tanboon-ek

- Approve Disapprove Abstain

Agenda 5 To consider and approve the directors' remuneration for 2025

- (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 6 To consider and approve the appointment of auditors and auditor's fee for 2025

- (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 7 To consider and approve the amendment to Article 30 of the Company's Article of Association

- (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 8 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
(.....)

Signed.....Proxy
(.....)

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 Supplement to Proxy Form B as enclosed.



Supplement to Proxy Form B

A proxy is granted by a shareholder of WHA Utilities and Power Public Company Limited for the 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 2.00 p.m. through Electronic means (E-AGM) 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

Agenda no. Subject Election of Directors (continued)

Name of Director
Approve Disapprove Abstain

Name of Director
Approve Disapprove Abstain

Name of Director
Approve Disapprove Abstain

Name of Director
Approve Disapprove Abstain

Proxy (Form C)

Affix duty
stamp of
Baht 20

Made at

Date Month Year

(1) I/We, Nationality,

residing at No. Road Sub-District

District 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 Sub-District

District Province Postal code or

2. Prof. Dr. Kamphol Panyagometh age 53 years

residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7

Sub-District Bang Kaeo District Bang Phli .. Province Samut Prakarn Postal code 10540 or

3. Mr. Numchai Lowattanakul age 69 years

residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7

Sub-District Bang Kaeo District Bang Phli .. Province Samut Prakarn Postal code 10540 or

4. Dr. Somsak Pratomsrimek age 52 years

residing at No. 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13 Road, Debaratna Road (Bangna-Trad) KM.7

Sub-District Bang Kaeo District Bang Phli .. Province Samut Prakarn Postal code 10540

only of them as my/our proxy to attend and vote for me/us at the 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 2.00 p.m. through Electronic means (E-AGM) 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 1 To acknowledge the Company's 2024 operating performance and the Management Discussion and Analysis (MD&A)

This agenda is for acknowledgment; therefore, no votes shall be cast.



- Agenda 2 To consider and approve the Company's Financial Statements for the fiscal year ended December 31, 2024, audited by the Certified Public Accountant
- (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 3 To consider and approve the net profit allocation and dividend payment for the 2024 performance
- (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 4 To consider and approve the appointment of the directors to replace the directors who are due to retire 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 Ms. Jareeporn Jarukornsakul
- Approve Disapprove Abstain
- Name of Director 4.2 Mr. Vivat Jiratikarnsakul
- Approve Disapprove Abstain
- Name of Director 4.3 Dr. Luxmon Attapich
- Approve Disapprove Abstain
- Name of Director 4.4 Mr. Natthapatt Tanboon-ek
- Approve Disapprove Abstain
- Agenda 5 To consider and approve the directors' remuneration for 2025
- (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 6 To consider and approve the appointment of auditors and auditor's fee for 2025
- (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 7 To consider and approve the amendment to Article 30 of the Company's Article of Association
- (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 8 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
(.....)

Signed.....Proxy
(.....)

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 Supplement to Proxy Form C as enclosed.



Supplement to Proxy Form C

A proxy is granted by a shareholder of WHA Utilities and Power Public Company Limited for the 2025 Annual General Meeting of Shareholders to be held on Tuesday, April 22, 2025 at 2.00 p.m. through Electronic means (E-AGM) 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

Agenda no. Subject Election of Directors (continued)

Name of Director
Approve Disapprove Abstain

Name of Director
Approve Disapprove Abstain

Name of Director
Approve Disapprove Abstain

Name of Director
Approve Disapprove Abstain

The Company's Articles of Association in relation to the Annual 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.



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