

No. UPA -AGM-1/2016

7 April 2016

Subject: The 2016 Annual General Meeting of Shareholders Invitation Letter

To: Shareholders of United Power of Asia Public Company Limited (“Company”)

Enclosure:

1. Copy of the minutes of the extraordinary general meeting of shareholders no. 1/2015 dated 28 August 2015
2. Copy of financial statements and statement of comprehensive income for the accounting period ending 31 December 2015 (CD-ROM)
3. 2015 annual report of the Company (CD-ROM)
4. Name and biography of the nominated persons to be elected as directors to replace the directors who completed the term
5. Articles of association of the Company related to the shareholders meeting and the voting
6. Documents required for shareholders’ identification to attend the annual general shareholders’ meeting for the year 2016
7. Proxy Form (B Type)
8. Information of independent directors to be the proxy to attend the meeting
9. Map of the meeting venue

The board of directors of the Company resolved to hold the annual general meeting of shareholders for the year 2016 on 29 April 2016 at 14.00 (registration starts from 12.30) at Ballroom 3<sup>rd</sup> floor, The Grand Four Wing Convention Bangkok, No. 333 Srinakarin road, Huamark sub-district, Bangkapi district, Bangkok 10240 to consider the agendas as follows:

**Agenda 1** To consider and certify the minutes of the extraordinary general meeting of shareholders no. 1/2015 held on 28 August 2015

**Objectives and Reasons:** the Company has prepared the minutes of the extraordinary general meeting of shareholders no. 1/2015 held on 28 August 2015 and submitted the copy of the same to the Stock Exchange of Thailand (“SET”) and the Ministry of Commerce in accordance with the law as per details in **Enclosure 1**

**The Board’s Opinion:** The board was of the view that the minutes of the extraordinary

general meeting of shareholders no. 1/2015 held on 28 August 2015 have been properly recorded, thus it should be proposed to the meeting to consider and certify such minutes.

**Remark:** This agenda requires the certification by majority votes of all shareholders attending the meeting and eligible to vote.

**Agenda 2** To consider and acknowledge the annual report concerning the operational result of the Company for the Year 2015

**Objectives and Reasons:** The board has concluded the operational result of the Company for the year 2015 in the 2015 annual report as per details in **Enclosure 3**.

**The Board's Opinion:** The board was of the view that it should be proposed to the meeting to acknowledge the operational result and Key changes in 2015 as per details in **Enclosure 3**.

**Remark:** This agenda is for acknowledgement and as such will be no voting.

**Agenda 3** To consider and approve the financial statements and statement of comprehensive income of the Company for the accounting year ending on 31 December 2015

**Objectives and Reasons:** The Company has prepared the financial statements and statement of comprehensive income of the Company for the accounting year ending on 31 December 2015 which have been audited by the certified auditor, reviewed by the audit committee and approved by the Company's board of directors.

In this regard, to be in accordance with the Public Limited Companies Act, B.E. 2535 (1992) (including its amendments) and the articles of association which require the Company to prepare the financial statements and statement of comprehensive income on the end date of the accounting year in order to propose to the meeting to consider and approve in every annual general meeting of shareholders, it should be proposed to the meeting to consider and approve the financial statements and statement of comprehensive income for the accounting year ending on 31 December 2015 as per details in **Enclosure 2**.

**The Board's Opinion:** The board was of the view that it should be proposed to the meeting to consider and approve the financial statements and statement of comprehensive income of the Company for accounting year ending 31 December 2015 which were audited by the auditor, reviewed by the audit committee and approved by the board as per details in **Enclosure 2**.

**Remark:** This agenda requires the approval by majority votes of all shareholders attending the meeting and eligible to vote.

**Agenda 4** To consider and approve non-reservation of the net profit for the operation result of the Company for the year 2015 as legal reserve, and non-declaration of dividend for the operation result of the Company for the year 2015

**Objectives and Reasons:** Due to the fact that the Company has an accumulated loss of THB 403,722,834.33 from the operation of the Company for the year 2015 according to the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) and the articles of association of the Company, the Company is restricted to pay dividends if the Company still has an accumulated loss and the Company is required to allocate a reserve fund from its net profit only. Therefore, to be in compliance with the said law and the articles of association, it should be proposed to the meeting to consider and approve not to reserve its net profit as legal reserve and shall not declare dividend for the operational result of the Company for the year 2015.

**The Board's Opinion:** The board was of the view that it should be proposed to the meeting to consider and approve non-reservation of the net profit as legal reserve, and non-declaration of dividend for the operation result of the Company for the year 2015 pursuant to the said law and the articles of association of the Company.

**Remark:** This agenda requires the approval by majority votes of all shareholders attending the meeting and eligible to vote.

**Agenda 5** To consider and approve the appointment of directors in replacement of those who retire by rotation for the year 2016

**Objectives and Reasons:** Pursuant to section 71 of the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) and the articles of association of the Company, at every annual general meeting, one-third (1/3) of the directors shall retire in proportion. For the year 2016, there are 2 retiring directors by rotation as follows:

- |                              |          |
|------------------------------|----------|
| 1. Mr. Somnuk Jetjiravat     | Director |
| 2. Mr. Upakit Pachariyangkun | Director |

The board was of the view that it should be proposed to the meeting to consider and approve

the appointment of the following persons as the directors of the Company in replacement of those retiring directors:

1. Mr. Vijak Arkubkriya                      Director
2. Mr. Upakit Pachariyangkun              Director

The above 2 persons who were proposed for election to be a director are knowledgeable, capable, experienced and skillful which are beneficial to operation of the Company as well as they have qualifications and are not prohibited persons pursuant to the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) and the Securities and Exchange Act, B.E. 2535 (1992) (and its amendments), and the relevant notifications.

Details of the persons proposed to be elected as directors appear in **Enclosure 4**.

**The Board's Opinion:**        The board, excluding Mr. Upakit Pachariyangkun, the director with related interest in this agenda, considered and agreed with the opinions of the management of the Company and was of the view that it should be proposed to the meeting to consider and approve 1. Mr. Vijak Arkubkriya and 2. Mr. Upakit Pachariyangkun as directors in replacement of the 2 retiring directors by rotation.

**Remark:**        This agenda requires the approval by majority votes of all shareholders attending the meeting and eligible to vote.

**Agenda 6    To consider and approve the remuneration for directors for the year 2016**

**Objectives and Reasons:** Pursuant to section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) and section 15 of the articles of association of the Company, directors are entitled to remuneration from the Company in form of a meeting allowance, reward, bonus or any other nature of interest pursuant to the articles of association or the consideration by the shareholders meeting which may be fixed or set as a framework and may be for a period of time or remain effective until further changes are made. In addition, directors are entitled to receive allowances, reimbursement and any benefits in accordance with the Company's regulations.

The board considered the remuneration for directors for the year 2016 by considering from size of business and responsibility of directors and it should be proposed to the meeting to approve

such remuneration of directors for the year 2016 per the details as follows,

1. Meeting allowance

Chairman of the board of directors THB 20,000 per attendance

Director THB 15,000 per attendance each

2. Meeting allowance for the audit committee

Chairman of the committee THB 20,000 per attendance

Member of the committee THB 15,000 per attendance each

3. Meeting allowance for the members of the nomination and remuneration committee

Chairman of the committee THB 20,000 per attendance

Member of the committee THB 15,000 per attendance each

4. Meeting allowance for the risk management committee

Chairman of the committee THB 20,000 per attendance

Member of the committee THB 15,000 per attendance each

**The Board's Opinion:** The board was of the view that it should be proposed to the meeting to consider and approve the remuneration for directors for the year 2016 as described above.

**Remark:** This agenda requires the approval by no less than two-thirds (2/3) of all shareholders attending the meeting.

**Agenda 7** To consider and approve the appointment of auditors and the remuneration for the auditors for the accounting year ending on 31 December 2016

**Objectives and Reasons:** To be in accordance with section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) and the articles of association of the Company which require the Company to appoint auditors and approve the remuneration for the auditors every accounting year. The Company considered to propose it to the meeting to consider and appoint the auditors from PricewaterhouseCoopers ABAS Co., Ltd. to be the auditors for the accounting year ending on 31 December 2016. Any of the following auditors namely, Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445 or Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298 or Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095, is authorised to review and provide opinion on the Company's financial statements.

The remuneration of the auditors for the accounting year ending on 31 December 2016

Detail of The Remuneration	Year 2016
Audit Fee for the Year Ending on 31 December 2016	THB 1,275,000
Financial Statements Review Fee 1st Quarter	THB 350,000
Financial Statements Review Fee 2nd Quarter	THB 350,000
Financial Statements Review Fee 3rd Quarter	THB 350,000
Total of The Annual Remuneration of the Auditors	THB 2,325,000

**The Board's Opinion:** The Company was of the view that it should be proposed to the meeting to consider and approve the appointment of auditors from PricewaterhouseCoopers ABAS Co., Ltd. which are any of the following auditors namely, Mr. Kajornkiet Aroonpirodkul, Mr. Paiboon Tunkoon or Mr. Pisit Thangtanagul as the Company's auditor and specify the audit fees for the accounting year ending on 31 December 2016 in the amount of not exceeding THB 2,325,000.

**Remark:** This agenda requires the approval by majority votes of all shareholders attending the meeting and eligible to vote.

**Agenda 8** To consider and approve the addition of 9 objectives of the Company and the amendment to clause 3 concerning objectives in the memorandum of association of the Company to be in accordance with the addition of the Company's objectives

**Objectives and Reasons:** the Company wished to add the following 9 objectives to the Company's existing objectives, from clauses 50 to 58, in support of the business expansion of the Company.

“Clause 50 To engage in the business of designing for all kind of websites, internet systems, network systems, e-commerce systems and website systems;

Clause 51 To engage in the business of developing and maintaining all kind of information technology and communications including mobile applications;

Clause 52 To engage in the business of developing and maintaining investigation system,

forensics, information storage system, and social media inspection system;

Clause 53 To engage in the business of internet service provider via all kind of networks, Wi-Fi or smart devices;

Clause 54 To engage in the business of all telecommunication systems, radio communication systems or audio communication systems via internet;

Clause 55 To engage in the business of advertising through all of online media or radio, television and print;

Clause 56 To engage in the business of online financial transaction service or financial service via internet or mobile application;

Clause 57 To engage in the business of distribution of goods and service through electronic media, online media and website (which is not direct selling or direct marketing under Direct Selling and Direct Marketing Act, B.E. 2545); and

Clause 58 To engage in the business of developing all kind of authentication systems, facial recognition systems, fingerprint examination systems, DNA testing systems and biometric systems.”

In addition, the board approved the meeting to consider and approve the amendment to clause 3 of the memorandum of association of the Company to be in line with the adding of the objectives of the Company as follows;

**Clause 3 of the memorandum of association**

From

“3. The Company has 49 objectives.”

Amended to

“3. The Company has 58 objectives.”

In this regard, the board also proposed the meeting to consider and authorise the board of directors, the management or the authorised director of the Company and/or any person authorised by the board of directors, the management or the authorised director of the Company

to revise, amend or change wordings in the objectives as necessary and appropriate for the purpose of the registration with the Ministry of Commerce.

**The Board's Opinion:** The board was of the view that it should be proposed to the meeting to consider and approve adding 9 clauses to the Company's objectives and amending clause 3 of the memorandum of association of the Company.

**Remark:** This agenda requires the approval by no less than three-quarters (3/4) of all shareholders attending the meeting and eligible to vote.

**Agenda 9** To consider other business (if any)

**Remark:** In proposing other agendas in addition to the agendas specified in this invitation letter to the meeting, those agendas require the approval by no less than one-third (1/3) of the total number of shares sold in order to propose those agendas to the meeting to consider in addition to the agendas prescribed in this invitation letter.

All shareholders are kindly invited to attend the meeting at the aforementioned time and place. Supporting documents or evidences to be presented to be eligible to attend the meeting can be found in **Enclosure 6**.

If any shareholder wishes to appoint other person to be a proxy to attend the meeting and vote on its behalf., please fill up and sign the proxy attached (**Enclosure 7**) and submit the proxy form which has been signed and affixed with stamp duties to the chairman of the meeting before the proxies attend the meeting. Shareholders may appoint the Company's independent directors, as per details in **Enclosure 8**, to be the proxy in the meeting.

Shareholders or proxies may register and submit the documents or evidences for verification at the meeting location from 12.30 pm to 2 pm.

Yours faithfully,



Sign.....Director

(Mr. Kawin Chalermroj)



**Minutes of the Extraordinary General Meeting of Shareholders 1/2558**  
**United Power of Asia Public Company Limited (the Company)**  
**Ballroom 3<sup>rd</sup> floor, The Grand Four Wing Convention Bangkok, No.333**  
**Srinakarin road, Hua-Mark sub-district, Bangkapi district, Bangkok 10240**  
**August 28, 2015 , 14.00**

**Quorum**

The Meeting was convened at 14.00 hours, that there were 46 shareholders attending the Meeting in person and 39 shareholders attending the Meeting by proxy. 85 shareholders were present in the Meeting in person and by proxy, holding an aggregated 4,936,285,707 shares or representing 74.0073% of the Company's total issued shares, constituting a quorum in accordance with the Company's Articles of Association.

**Additional Note**

During the Meeting, 22 additional shareholders were present in person and by proxy. As a result, the total shareholders attending the Meeting in person and by proxy were 107 shareholders comprising who attended the Meeting, in person 61 shareholders attending the Meeting in person and and 46 shareholders attending the Meeting by proxy, holding an 4,939,532,753 shares or representing 74.0560 per cent of the total issued shares of the Company.

**Directors who were present at the Meeting**

- |                                 |                                                                 |
|---------------------------------|-----------------------------------------------------------------|
| 1. Mr. Tirawat Sutjaritkul      | Chairman of Directors, Independent Director and Audit Committee |
| 2. Mr. Noppol Milinthagoon      | Chief Executive Officer                                         |
| 3. Mr. Kawin Chalermroj         | Managing Director                                               |
| 4. Mr. Wanchai Umpung-art       | Independent Director and the Chairman of Audit Committee        |
| 5. Mr. Kiattisak Kiatchokewiwat | Independent Director and the Audit Committee                    |
| 6. Mr. Thevarak Rochanapruk     | Independent Director and the Audit Committee                    |

**Directors who were absent from the Meeting**

- |                          |          |
|--------------------------|----------|
| 1. Mr. Somnuk Jetjiravat | Director |
|--------------------------|----------|

**Executive who was present at the Meeting**

- |                       |                              |
|-----------------------|------------------------------|
| 1. Mr. Montri Sriskul | Vice Chief Executive Officer |
|-----------------------|------------------------------|

**Independent Financial Advisor**

- |                                       |                                            |
|---------------------------------------|--------------------------------------------|
| 1. Mr. Sujarit Isarankura Na Ayuthaya | KTBS Securities (Thailand) Company Limited |
|---------------------------------------|--------------------------------------------|

### **Legal Advisors**

- |                                   |                                               |
|-----------------------------------|-----------------------------------------------|
| 1. Miss Siripun Kriangwattanapong | Siam Premier International Law Office Limited |
| 2. Miss Pornrat Achariyahiranchai | Siam Premier International Law Office Limited |

### **Start of the Meeting**

Mr. Tirawat Sutjaritkul, Chairman of Directors, presided over the Meeting (“the Chairman”). The Chairman assigned Miss Siripun Kriangwattanapong to represent as Secretary of the Meeting (“the Secretary”). The Secretary informed the Meeting that the Company, currently, has the registered capital in the amount of Baht 3,475,000,000, divided into 6,950,000,000 shares and the paid-up capital in the amount of Baht 3,335,000,000, being 6,670,000,000 issued shares of the Company at the par value of Baht 0.50 per share.

At this Meeting, there were 46 shareholders attending the Meeting in person and 39 shareholders attending the Meeting by proxy. 85 shareholders were present in the Meeting in person and by proxy, holding an aggregated 4,936,285,707 shares or representing 74.0073% of the Company’s total issued shares, constituting a quorum in accordance with article 29 of the Company’s Articles of Association specified that there shall be shareholders and proxies (if any) attending the Meeting amounting to not less than 25 persons and holding shares not less than one-third of the total number of share sold.

The Secretary explained the procedures of vote-counting and voting for each agenda to the Meeting as follows.

1. For the voting procedure, one share is equivalent to one vote, and each shareholder has a vote in accordance with a number of shares hold or appointed proxies; and
2. For shareholders who attend the Meeting in person and for those shareholders who have appointed proxies but did not indicate their votes in the proxy letter for each agenda, the shareholders shall sign their names on the ballots prior to voting for each agenda for the transparency purpose. For each agenda, the Secretary shall ask to the Meeting for any disapproval or abstention and if there is no shareholders disapproved or abstained from voting, the Secretary shall conclude such agenda that all shareholders unanimously approve such agenda. If there are shareholders wishing to disapprove or abstain from voting, the Secretary shall ask those shareholders to vote in the ballots provided by the Company and request such shareholders to raise their hands up in order for the Company’s staffs can collect the ballots for votes counting. For the shareholders who do not disapprove or abstain from voting, it shall be deemed to have approved the agenda. The Company shall collect the ballots voting approval after the end of the Meeting. Disapproved and/or abstained votes will be deducted from the total votes of the shareholders who attend the Meeting and are entitled to vote for the purpose of conclusion of the voting result of each agenda.

The following votes shall be considered as void:

- 1) Ballot having marks in more than one box;
- 2) Ballot having vote with a conflict intention;
- 3) Ballot with deletion without initial signature marked for such deletion; and
- 4) Ballot having vote more than its existing vote.

If the shareholder wish to amend his voting, original voting shall be deleted with initial signature marked for such deletion.

3. For the proxies which shareholders' votes have been indicated in the proxy for any agenda, the proxies shall not vote in the ballot as the Company shall count the vote pursuant to the proxy.

For the foreign shareholders who appoint the custodian in Thailand, they may choose to vote to approve, disapprove or abstain in the same occasion in each agenda by dividing their votes to be equivalent to a number of shares hold.

4. According to article 30 of the Articles of Association of the Company specifying that "In normal case, it shall be a majority vote of the shareholders who attend the Meeting and cast their votes provided that one share shall be entitled to one vote. In case of an equality of votes, the chairman of the Meeting shall have an additional vote as a casting vote"

Therefore, in order to count the majority of shareholders' votes whether to approve or disapprove for each agenda, only approved and disapproved votes of shareholders will be counted.

For shareholders who abstain from voting, the Company shall not include those abstention into the counting base.

5. For shareholders who wish leave early or were absent from the Meeting for any agenda, the shareholders may exercise their votes by handling their ballots in advance to the staff of the Company prior to leaving the Meeting room.

6. The result of votes counted shall be the total votes of the shareholders who attend the Meeting both in person and by proxy. In each agenda, the recent number of shareholders who attend the Meeting shall be applied. Therefore, the number of shareholders' votes in each agenda may not be equivalent due to the fact that shareholders or proxies may gradually attend the Meeting.

7. Resolution of this Meeting comprises the following votes:

- 1) Agenda 1 requires an approval by a simple majority vote of all shareholders who attend the Meeting and vote; and

- 2) Agenda 2 requires an approval with the votes more than three-quarters (3/4) of all shareholders who attend the Meeting and are entitled to vote.

Nonetheless, any shareholder who has a special interest in any agenda shall not be entitled to vote in such agenda.

8. In respect of the vote count of the Meeting, the legal advisor from Siam Premier International Law Office Limited, Miss Pornrat Achariyahiranchai is a witness for the vote count.

9. Prior to casting votes on each agenda, the Company shall allow the attendees to make inquiries in relation to such agenda as appropriated provided that the shareholder or the proxy who wish to make inquiries shall declare their names and surnames prior to making inquiries or providing comment for information of the Company.

If the shareholder has unrelated inquiry or comment which was unrelated to the agenda, please make inquiry or comment at the end of the Meeting.

In addition, the Secretary informed the Meeting of the mistake in the invitation letter delivered to shareholders that the date of the Extraordinary General Meeting of shareholder No. 1/2015 shall be amended from Tuesday to Friday, 28 August 2015.

The Chairman declared the Meeting open and appointed the Secretary to proceed the Meeting in accordance with the following agendas.

**Agenda 1: Adopted the Minutes of 2015 Annual General Meeting of Shareholders held on 30 April 2015**

The Secretary informed the Meeting that the Company has prepared the minutes of the Annual General Meeting of Shareholders for the year 2015 and delivered a copy of such minutes to the Stock Exchange of Thailand and the Ministry of Commerce as required by laws. Details are in the Attachment 1.

The Secretary asked the Meeting that whether shareholders have any comment or inquiries. No shareholder made any comment or inquiry on this Agenda.

Then, the Secretary asked the Meeting to adopt minutes of the Annual General Meeting of Shareholders for the year 2015 and vote for this Agenda.

**Resolution:** The Meeting considered and resolved to adopt the minutes of the Annual General Meeting of Shareholders for the year 2015 held on 30 April 2015 with unanimous votes of shareholders as follows.

Shareholders casting their votes	Number of Votes	Percentage
Approval	4,938,731,852	100
Disapproval	0	0
Abstention	0	-
Invalid Ballot	0	0
Total	4,938,731,852	100

**Remark:** This agenda requires the approval by majority votes of all shareholders attending the Meeting and entitled to vote.

**Agenda 2: To consider and approve the amendment of a number of the ordinary shares of Andaman Power and Utility Company Limited which the Company shall purchase as approved by the Annual General Meeting of Shareholders for the year 2015 held on 30 April 2015**

The Secretary informed the Meeting that after the Annual General Meeting of Shareholders for the year 2015 of the Company has approved to purchase all ordinary shares of Andaman Power and Utility Company Limited (“APU”) comprising 1,000,000 ordinary shares, at the par value of Baht 100 per share and ordinary shares to be issued at the capital increase for an amount of 2,400,000 shares at the par value of Baht 100 per share. Total investment is Baht 340 million. Details are in a copy of minutes of Annual General Meeting of Shareholders for the year 2015.

The Company has received a letter from Mr. Upakit Pachariyangkun (“Seller”) who is a party to Share Sale and Purchase of APU (“SPA”), informing the difficulties in collecting APU’s shares to reach the number confirmed by the Seller, pursuant to the offer to sell APU’s shares and granting a pre-emptive right to purchase shares or investment dated 16 February 2015 and as shown in the SPA. Since Energy Central Limited, one of shareholders of APU holding 70,000 shares or equivalent to 7% of the APU’s registered capital, informed that the sale of APU’s ordinary shares would require an official approval

by a major shareholder of Energy Central Limited and such major shareholder is a company having its securities listed on the Alternative Investment Market, London Stock Exchange. Therefore, it consumes time to comply with an internal procedure of Energy Central Limited and relevant rules of the Alternative Investment Market, London Stock Exchange. As a result, Energy Central Limited cannot confirm a timeframe for consideration and a result of this matter.

In addition, according to the offer letter of the Seller, the Seller confirms that

- (1) All shareholders of APU, except Energy Central Limited, holding 93 percent of the registered capital of APU after increasing its registered capital agree to sell all shares holding by them under the terms and conditions prescribed in the SPA; and
- (2) the Seller shall use his best effort to have Energy Central Limited to agree to sell shares holding by it with in the timeframe prescribed in the SPA.

The Seller further informed the Company that if Energy Central Limited does not sell its shares, the Seller viewed that the Company can, still, purchase APU's shares in the amount of 93% of its registered capital which is the proportion that cause the Company to have absolute control and management over APU in terms of business and legal.

Nevertheless, the SPA specifies that if the Seller cannot sell or procure the sale of all shares representing the total shares of the Company, the Company as the Purchaser has an option to complete the purchase of shares subject to conditions that (1) the aggregated amount of shares to be purchased shall not less than 75 per cent of APU's registered capital and (2) the Company shall have obtained an approval from the shareholders' meeting prior to the purchase of such shares.

In this regard, the Board of Directors was of the opinion that even if the Company can acquire the shares of APU less than 100 per cent or at 93 per cent which is but not less 75 per cent according to terms in the SPA, it is still necessary for the Company to purchase the ordinary shares of APU since this transaction will benefit the Company. Moreover, the Company will acquire a new business with a potential and good operation and the Company also convinces in a potential and growth of APU in the future since APU is in the progress in the distribution of the power to the public at Dawai district and the surrounding areas on 17 June 2015. In addition, the purchase of 75 to 100 per cent of the registered capital of APU after increasing its registered capital shall make no difference in the control of APU, either in the management or the shareholders' meeting of APU.

As a result, the Board of Directors considered and resolved to propose the Meeting to consider and approve the amendment of a number of the ordinary shares of APU which the Company shall purchase as approved by the Annual General Meeting of Shareholders for the year 2015 held on 30 April 2015. Details are as follows:

From

"The Company shall purchase all of ordinary shares of APU which included 1,000,000 ordinary shares of APU with a par value of Baht 100 and the new ordinary shares of APU from the increase of register capital in the number of 2,400,000 shares with a par value of Baht 100, totaling Baht 340 million, from the shareholders of APU (totaling 10 shareholders) which is considered as the acquisition of assets and the connected transaction of the Company"

### Amending to

“The Company shall purchase ordinary shares of APU in the amount of not less than 75 per cent of 3,400,000 ordinary shares (which are the amount of ordinary shares of APU after APU has increased its registered capital, at Baht 100 per share, totalling Baht 255 million to Baht 340 million from the shareholders of APU which is considered as the acquisition of assets and the connected transaction of the Company”

Nonetheless, the purchase of the ordinary shares of APU is considered as the acquisition of assets of the listed company under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposition of Assets and the Notification of the Board of Governor of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies concerning the Acquisition and Disposition of Assets B.E. 2547. The size of the purchase of the ordinary shares of APU is equal to 7.32-9.76 per cent of the Company’s total assets calculated based on the Company’s consolidated financial statements as of 31 March 2015 under the total consideration method, which provides the highest transaction size. However, the size of the purchase of the ordinary shares of APU is equal to 33.27-44.35 per cent of the Company’s total assets calculated based on the Company’s consolidated financial statements as of 30 September 2014 under the total consideration method, which provides the highest transaction size.

Moreover, the purchase of the ordinary shares of APU is considered as the connected transaction of listed company under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 re: Rules on Connected Transactions and the Notification of the Board of Governor of the SET re: Disclosure of Information and Other Acts of Listed Companies concerning Connected Transactions B.E. 2546 since the size of the transaction is equal to 7.57-10.10 per cent of the Company and its subsidiaries’ net tangible assets (the Company and its subsidiaries’ net tangible assets calculated based on the consolidated reviewed financial statements of the Company as of 31 March 2015 is equal to Baht 3,367.33 million) and the size of the transaction is equal to 36.39-48.53 per cent of the Company and its subsidiaries’ net tangible assets (the Company and its subsidiaries’ net tangible assets calculated by using the consolidated financial statements of the Company as of 30 September 2014 is equal to Baht 700.65 million.). Details are as shown in information memorandum for acquisition of assets and connected transaction of the Company sent to shareholders together with the invitation letter.

Thereafter, the Secretary asked Mr. Sujarit Isarankura Na Ayuthaya, an independent financial advisor to summarise details and opinions to the entering into the transaction of APU’s shares acquisition. Details are summarised as follows

### **Objectives and necessity to enter into the transaction**

To invest in electricity production business which is in line to the Company’s policy to expand its investment to energy business, in addition to real estate development business currently operated.

### **Background of the entering into the transaction**

Since the Company has received an approval from the Annual General Meeting of the Company for the year 2015 to purchase APU’s ordinary shares representing 100 per cent of total shares, however, the Seller (who is a connected person with the Company as a major shareholder of both the Company and APU) could not procure to sell 100 per



cent of the total shares which was not complied with the resolution approved by the Annual General Meeting of the Company for the year 2015. Therefore, the Company shall request for the shareholders' meeting to resolve to approve the amendment of the number of the ordinary shares of APU which the Company shall purchase, from the purchase of all shares in APU to the purchase of APU's shares in the amount of 75-100 per cent or equivalent to 2,550,000-3,400,000 shares after the capital increase of APU's registered capital.

#### **Relationship and nature of interests for the entering into the transactions**

The Seller, is a major shareholder of APU, holding 60 per cent of a total number of paid up shares and an authorised director of APU. In respect of a relationship between the Seller and the Company, the Seller is a major shareholder of the Company holding 1,670,000 shares or equivalent to 25.04 per cent of total shares sold and is a connected person to the Company. If the shareholders' meeting approves the entering into the transaction, the Seller would not take a position as a director or an executive of the Company and would not obtain any other special remuneration.

#### **Source of funds**

The Company used its remaining cash from the capital increase in 2015 for an amount of Baht 2,065 million to purchase APU's ordinary shares. According to the financial statement as of 31 March 2015, the Company has cash and cash equivalent item for an amount of Baht 3,144.71 million.

#### **Conditions Precedent**

The SPA shall become effective and the shares sale and purchase agreement will be bind the parties as well as the Seller will transfer the APU's ordinary shares when all condition precedents under the agreement have been completed. The six conditions, nevertheless, have been summarised as follows:

1. all of the newly issued shares with respect to the capital increase of APU has been subscribed and APU has completed the registration of the capital increase;
2. the Sellers have procured APU and Star Sapphire Co., Ltd. to enter into an side agreement in which Star Sapphire Co.,Ltd is required to deliver proceed received from Myanmar government to APU within a period specified in the Side Agreement;
3. Shareholders' loan of APU have been fully repaid;
4. APU has obtained an evidence, substantially in the form satisfactory to the Company, confirming that
  - 1) the commercial operation date has been started (signed in June 2015); and
  - 2) no party under the power generator rental and power purchase agreement is in breach or subject to a penalty charge, and there are no grounds for any party to make any claim against another party under the power purchase agreement ("PPA") (which means the Company shall receive an evidence confirming the waiver of a fine from delay on supplying electricity or COD provided that it is expecting to recieve confirmation from Tanintharyi Regional Government ("TRG");
5. The Company has obtained shareholders' approval with respect to the purchase of the ordinary shares of APU; and

6. There is no material adverse change in the financial condition, assets and business of APU.

### **Payment conditions**

The Company will pay the share prices in cash pursuant to a number of aggregated shares procured by the Seller. The investment value is between Baht 255-340 million and prior to the payment or accepting the transfer of such shares, the Company shall receive an evidence confirming the waiver of a fine from delay on supplying electricity, as well as all condition precedents will have to be satisfied.

Then Mr. Sujarit Isarankura Na Ayuthaya, an independent financial advisor, clarified to the Meeting about a comparison between entering into and not entering into the transaction, as well as a comparison between entering into the transactions with a connected person and a person who is not a connected person. These comparisons are summarised below.

### **A comparison between entering into and not entering into the transaction**

#### Pros and benefits of entering into the transaction

1. Investment in energy business in Myanmar is consistent with the Company's business plan;
2. APU may get an opportunity to enter into PPA for major power plant project from Myanmar government;
3. The payment condition in the SPA minimises risk for the Company from power plant project phase 1;
4. Opportunity for the Company to invest in continuing businesses related the power plant business; and
5. Eliminating conflict of interest.

#### Cons and risks of entering into the transaction

1. APU just commence its operation and have a thin equity (according to the financial statement as at 31 December 2014);
2. Risks associated to the machinery rental and the 6-20 megawatts power purchase agreement with Myanmar government;
3. Risks associated to not been granting a power purchase concession (PPA) for 30 years from Myanmar government;
4. Risks associated to operating the 150-200 megawatts power plant project;
5. Risks associated to not examining Myanmar's legal information;
6. Risks associated to investment in inexperienced businesses; and
7. Risks associated to not holding absolute 100 per cent of shares.

#### Pros of not entering into the transaction

1. The Company will have remaining cash of Baht 255-340 million for investment;
2. The Company will have no risk from the machinery rental and 6-20 megawatts power purchase agreement with Myanmar government;
3. The Company will have no risk from operating electricity supply business; and
4. The Company will have no risk from not been granting PPA in respect of 150-200 megawatts.

#### Cons of not entering into the transaction

1. The Company will lose opportunity to invest in major power plant project; and



2. The Company have to spend time considering the investment in other energy projects.

### **A Comparison between Entering into the Transactions with Related Persons and Unrelated Persons**

#### Pros of entering into the transactions with connected person

1. APU is the first Thai company which invests in the Gas Turbine Power Plant project in Dawei, Myanmar.

#### Cons of entering into the transactions with connected person

1. Concern of minor shareholders for non-transparent operation

#### Pros of entering into the transactions with a person who is not a connected person

1. Positive perspective from minority shareholders comparing with entering into the transactions with connected person; and
2. Eliminating conflict of interest.

#### Cons of entering into the transactions with a person who is not a connected person

1. The Company may be not able to find other projects or a company investing in same type of project as APU in Myanmar.

Subsequently, the independent financial advisor informed the Meeting that he had appraised a fair value by the net present value of cash flow method since this reflects a capability and potential of APU's business in the future. The appropriated value is between Baht 35.20-35.42 per share or equivalent to total value of the Company of between Baht 119.67-120.44 million. Therefore, a purchase price of APU's shares is between THB 255-340 million which is still higher than the fair value appraised by the independent financial advisor and the independent financial advisor, therefore, viewed that the shareholders should not approve the transaction.

After that, the Secretary informed the Meeting that the board of directors (by directors who have no interest) opined that the purchase of ordinary shares of APU is an appropriate and reasonable transaction, and for the benefits of the Company since:

1. the purchase of ordinary shares of APU is an investment in a new business related to a power business which is a new alternative which could provide an opportunity to the Company to increase income and create profit for the Company in long terms; and
2. the investment to purchase ordinary shares of APU will cause the Company to have income from the sale of electricity as a pilot project under PPA with Myanmar government, in particular and shall be deemed as the first company investing to develop and constructing power plant in the special economic zone of Dawei.

Moreover, the Annual General Meeting of Shareholders of the Company for the year 2015 had approved the entering into the transaction since 30 April 2015. The board of directors thus requested the Meeting to amend merely a number of the APU's ordinary shares to be purchased by the Company from 100 per cent to not less than 75 per cent of the registered capital as abovementioned.

The Secretary provided an opportunity to shareholders to provide comment and inquire about this agenda. The shareholders had commented and inquired. Questions had been answered to shareholders as summarised in the end of this agenda.

The Secretary requested the Meeting to consider and approve the amendment of a number of the ordinary shares of APU which the Company shall purchase as approved by the Annual General Meeting of Shareholders for the year 2015 held on 30 April 2015. Such transaction is considered as an acquisition of assets and connected transactions as mentioned above and resolved for this agenda.

**Resolution of the Meeting** The Meeting considered and approved the amendment of a number of the ordinary shares of APU which the Company shall purchase as approved by the Annual General Meeting of Shareholders for the year 2015 held on 30 April 2015. The Meeting approved to purchase the ordinary shares of APU in the amount of not less than 75% per cent of 3,400,000 ordinary shares (a number of ordinary shares are the number after the capital increase of the registered capital of APU) at the purchase price of Baht 100 per share, from the APU's shareholders with an investment value of Baht 255 million to Baht 340 million. Such transaction is considered as an acquisition of assets and connected transactions as proposed. Shareholders have unanimous votes as follows:

Shareholders casting their votes	Number of Votes	Percentage
Approval	3,269,532,753	100
Disapproval	0	0
Abstention	0	0
Invalid Ballot	0	0
<b>Total</b>	<b>3,269,532,753</b>	<b>100</b>

**Remark:** This agenda requires the approval at least three-quarters (3/4) of votes of all shareholders attending the Meeting and entitled to vote which shall not count votes of a shareholder who has interest in this matter; namely, Mr. Upakit Pachariyangkun and connected persons with Mr. Upakit Pachariyangkun.

**Agenda 2: Question/ Comment/ Answer**

Mr. Sathaporn Kotheeranurak, a shareholder, inquired the Meeting about the following issues (1) surveying of the project in Myanmar and environment of the project location (2) difficulties in case the project has begun to supply electricity and issue an invoice but has not yet received a payment (3) the possibility that 9 APU's shareholders will sell their shares in the amount of 93% of the registered capital (4) Losses which may incur to the Company in case where the Meeting disapproved to enter into the transaction and (5) The legal obligations of the Company in entering into the transaction and right to vote of the Company's major shareholders.

Mr. Noppol Milinthangoon, the chief executive officer, informed the Meeting that (1) the Company and the independent financial advisor had been to Myanmar for site visit of the project which had commenced its distribution of electricity to Dawei having a distance around 80 kilometres (2) Myanmar government had paid electricity charges to APU (3) the Company has received an express confirmation to sell shares from 9 APU's shareholders who hold an aggregated shares of 93 per cent of the registered capital. Furthermore, the Company expected that Energy Central Limited would sell its 7 per cent of shares in APU to the Company. Nonetheless, since Energy Central Limited is a listed company on Alternative Investment Market, London Stock Exchange, process for the

sale of shares is thus delay. The Company, hence, hold this Meeting to amend a number of ordinary shares of APU to be purchased by the Company and (4) even though the Meeting disapproved to enter into the transaction, the Company had no any damage as the Company had not yet invested in APU.

Miss Siripun Kriangwattanapong, a secretary and legal advisor of the Company informed the Meeting that (1) the Company had signed the SPA but the Company had to proceed to complete all conditions precedent prescribed in the agreement so that the agreement could become effective; and (2) voting in this agenda, Mr. Upakit Pachariyangkun and his related persons were not entitled to vote.

Mr. Noppol Milinhanggoon, the chief executive officer, further clarified to the Meeting that after the Meeting resolved today, the Company would proceed to complete all precedent conditions in due course. Additionally, in the issue concerning a fine due to the delay of electricity supply, the Company had been confirmed that there would be no such fine.

After that, the independent financial advisor confirmed to the Meeting on the site visit of the project and a progress of the project which had already commenced the distribution of electricity.

Mr. Somchai Klongpramong, a shareholder, commented to the Meeting that the entering into the transaction had been approved from the shareholders' meeting since April 2015. The shareholders, the board of directors and the executives team have thoroughly considered the advantages and disadvantages. Moreover, the power plant project of APU had already commenced the distribution of electricity and it had been well proceeded. The Company's investment under this agenda was a good opportunity for the Company and should be approved because Myanmar is a potential country.

Mr. Noppol Milinhanggoon, the chief executive officer, additionally informed the Meeting that Myanmar had very high demand in electricity use as well as Dawei, which is a special economic zone, was developing and it had the industrial estates and the deep sea ports. Holding shares in APU, which owns the gas turbine power plant project that distributing electricity for Dawei, would benefit the Company. Also, Myanmar government wished to have credible party. If APU, the existing party, could efficiently proceed in accordance with the agreement, Myanmar government may also provide other opportunities for APU in the future.

### **Agenda 3: Other agenda**

The Chairman had matters to inform to the Meeting as follows:

1. To be in line with rules of Securities and Exchange Commission ("SEC"), the Company realised the importance of an internal audit and control. The Company thus appointed KPMG Phoomchai Audit ("KPMG") to be an advisor of the Company in order to be responsible for supervising internal audit and internal control and making them efficient; and
2. Mr. Noppol Milinhanggoon, the chief executive officer of the Company, had been appointed to be the chairman of SCI Electric Public Company Limited and it had been in effect since 22 April 2015.

### **Agenda 3: Question/ Comment/ Answer**

Mr. Tara Cholapranee, a shareholder, inquired to the Meeting that (1) the possibility of which Myanmar government would approve APU to install the power supply system to

increase its capacity from 6 megawatts and (2) size of the transmission line system of Myanmar.

Mr. Noppol Milinhanggoon, the chief executive officer, explained to the Meeting as follows: (1) As population of Myanmar use Diesel generator which leads to high electricity costs. The Myanmar Electric Power Enterprise: “**MEPE**” hence changed such method by installing the power distribution network to supply electricity to households using the electricity produced by APU which will lead to the lower costs compared with local electricity generator in Myanmar. However, since the transmission lines in Myanmar are not advanced and the electricity has to be delivered for 80 kilometres through the forests, it takes times for Myanmar government to approve APU to install the system having higher productivity. Nonetheless, the Myanmar government may be in the process of considering the suitability and other factors to the project approval. Nevertheless, the shareholders should be confident that if Myanmar government grants an approval to APU to install the system which has the higher productivity, APU will accept and proceed with full capacity and (2) the transmission line system in Myanmar is 66 kilovolts. In this regard, Myanmar was preparing a the Backbone installation plan. The main line is 230 kilovolts for the distance of 300 kilometres in order to support the electricity. If APU succeeded in negotiation to enter into PPA, the purchase of ordinary shares of APU would be a good opportunity for the Company.

Mr. Vichapas Tansuwannarat, a proxy, inquired about details in internal audit system's plan of KPMG.

Mr. Noppol Milinhanggoon, the chief executive officer, explained to the Meeting that for the purpose of supporting stability and transparency of the Company's internal audit system, the Company thus appointed KPMG to manage the internal audit system. In this regard, the Company is in process of training its staffs to comply with the internal audit system planned by KPMG and it would be able to implement in October 2015.

Mr. Tanapol Hannoraseth, a proxy, inquired the Meeting about other business plans of the Company other than energy business, such as software business and real estate business.

Mr. Noppol Milinhanggoon, the chief executive officer, explained to the Meeting that (1) the Company has its subsidiary, Informatix Plus Co., Ltd., operating software business concerned kids games but they are not popular at present. However, according to the observation and analyzing market of technology business, the management team forecasts the opportunity to recover such business by exploring a new model for such business and decides to engage in the communication technology. Therefore, the software business is still be in the Company's business plan (2) Real estate business is also in the Company's business plan, though such business was previously derailed owing to the fact that the recent news related to land ownership in Khao-Yhai area has impacted on a progress of the operation of the Company's condominium business, with 40 units, located in the strategic site location in Khao-Yai. The project has been completed and in process of applying for license from the municipality which expects to be completed in September 2015. After that, the Company will begin to transfer the ownership of units to customers and there will be income from such project. In addition, the Company has another estate which the area is approximately 135 Rais, at the value of Baht 150-170 million, which there are offers to buy such estate that results in a higher value of the project. The Company will begin to allocate such land for sell approximately in September 2015. For the estate in Phang-Nga, it is in process to prepare for the development.

Mr. Pongsathon Wanichsatien, a proxy, inquired to the Meeting about the following issues (1) the restructuring of group of companies after the Company purchased APU's shares (2) the core business of the Company (3) the party's selection procedures in Myanmar PPA (4) Electricity demand of Dawei and benefits that the Company expects to receive from Dawei and the use of alternative energy in Myanmar (5) opportunity for the Company to invest with third party/ strategic partner/ local partner (6) vision of the Company under the new name, United Power of Asia Public Company Limited and (7) source of funds of the Company to support an expansion of the business.

Mr. Noppol Milinhanggoon, the chief executive officer, explained to the Meeting as follows: (1) due to the fact that the Company has not officially purchased the APU's shares, the Company thus has not yet discussed a clear company's structure. Nevertheless, the management realises that the energy business has to be supported by a large amount of funds. Therefore, the Company might have to increase its capital and/or find other sources of funds. Then, the Company will manage the restructuring but it will take a great deal of time to consider and proceed accordingly (2) the current three core businesses of the Company are (a) a power plant business which takes a considerable times to construct but it will generate constant income to the Company, similar to a government bond which is considered as long-term investment but it makes stable and constant income, (b) a real estate business which is the circle variable to demand of the market. These 2 businesses support each other for the purpose of making a positive result for the Company and (c) a technology business which the Company forecast that if it is renovated to be in line with the current market situation, it would make a stable income for the Company. The Company, therefore, operates these three businesses concurrently and manages to maximise profit for shareholders (3) there were several processes of the power plants in Myanmar and most of them are Power Purchas Agreement (PPA), while some will have to pass a bidding process and some would have specific parties due to the fact that there are a few operators who have the large and standardised equipment (4) the prominent point of Dawei is that it is a special economic zone which would turn into Industrial Estate in the future and will lead to a high demand in electricity. For the Renewable energy, due to the fact that unlike Thailand, Myanmar had no policy of Adder, there is no motivation in using domestic renewable energy (5) APU has some Local Partners who are shareholders which already have the competent (6) The Company's business operation has not restricted only in Myanmar. The directors considered the overall of neighbouring countries' market, such as Cambodia, Laos and Philippines. However, it must be considered deliberately because the Company must be ready in several fields such as laws and other rules as there are differences in those of any country to invest in foreign countries and (7) owing to several methods of funds raising, the Company is in the process of consideration.

Mr. Bodin Krittiyarangsan, a shareholder, inquired to the Meeting about (1) timeframe of the Company to proceed in accordance with the plan for investing in APU (2) expectation of the Company from investing in APU at the higher price than the cost estimated and (3) production capacity (a number of watts) according to phase 1 PPA of APU.

Mr. Noppol Milinhanggoon, the chief executive officer, explained to the Meeting that (1) after the completion of the conditions precedent under the SPA, which should not to take a great amount of time to be completed, the Company would initiate to negotiate other matters including the managing structure of APU (2) the Company expects that a share value of APU will rise following an expansion of the power plants in both term of the contract and production capacity and (3) the phase 1 contract will have production capacity of 20 megawatts.

No shareholder further raised other issues to the Meeting, the Chairman then thanked all shareholders for their attendance of this Meeting and declared the Meeting closed at 15.25 hours.



Sign \_\_\_\_\_ Chairman of the Meeting  
(MR. Tirawat Sucharitkul)

**Name and biography of Nominated Persons to be elected as Directors to replace the Directors who completed the term**

**(Mr. Vijak Arkubkriya)**



**Name** Mr. Vijak Arkubkriya  
**Birth Date** 10 April 1953  
**Age** 62 years

**Education**

- Master of Public Administration (Public Management), National Institute of Development Administration (NIDA)
- Bachelor of Laws degree, Ramkhamhaeng University
- Bachelor of Management Science, Sukhothai Thammatirat University
- Degree Courses College Private Sector (Class wait. 4717), National Defence College of Thailand
- Certificate in Public Law, Thammasat University
- Diploma of Public Administration and Public Law, King Prajadhipok's Institute
- Diploma of Public Economics for executives, King Prajadhipok's Institute
- Diploma of Certificate in Local Development Administration for Sustainability, King Prajadhipok's Institute
- Diploma of Command and General Staff Course, Joint Staff College, National Defence Studies Institute
- Diploma of Diploma Program in Civil Technology, University of Technology North Bangkok

**Working Experience**

2014 – Present

- Cooperative Sub-Committee and other National Assembly

2014 - 2015

- Expert Farmers Reconstruction and Development Fund

2012 - 2013

- Consultant Cooperative Auditing Department

2012 – 2013

- Director General Cooperative Auditing Department

2011 – 2012

- Inspector General The Ministry of Agriculture and Cooperatives

2009 – 2011

- Deputy Director Cooperative Auditing Department

2007 – 2009

- Deputy Secretary General National Bureau of Agricultural Commodity and Food Standards



2006 – 2007

- Head of Department Office of the Minister, Ministry of Agriculture and Cooperatives

2005 – 2006

- Director of Administration Office of the Permanent Secretary, Ministry of Health

2001 – 2003

- Secretary of the Department of Mental Health Department of Mental Health

1997 – 2001

- Director of General Affairs Division The Ministry of Health

1996 – 1997

- Director of Personnel Division Department of Health

1995 – 1996

- Secretary of Department of Health Department of Health

1994 – 1995

- Deputy Chief Executive Songkhla Hospital



**Name and biography of the Nominated Persons to be elected as  
Directors to replace the Directors who completed the term**

**(Mr. Upakit Pachariyangkun)**



**Name** Mr. Upakit Pachariyangkun  
**Birth Date** 28 October 1961  
**Age** 54 years

**Education**

- Master of Industrial Development (Belgian Government Scholarship), Vrije Universiteit Brussel, Belgium
- Bachelor of Political Science, Skidmore College Saratoga Springs New York, United States of America

**Working Experience**

**Present**

- Director United Power of Asia Public Company Limited
- Director and Chief Executive Officer Andaman Power and Utility Company Limited
- Chairman of the Board Allure Group Company Limited
- Chairman of the Board DAWEI FELDSPAR MINING CO., LTD

**1994 - 1999**

- Diplomats 7 , Office of the Secretary to the Minister
- Head Officer of Secretary Minister of Foreign Affairs
- Advisor to the Deputy Minister of Interior
- Advisor to the Deputy Minister of Foreign Affairs
- Advisor to the Deputy Prime Minister
- Advisor to Minister of Foreign Affairs
- Transport Advisory Committee

**1992 - 1994**

- Diplomats 6 , Office of the Permanent Secretary

**1990 - 1995**

- Diplomats 5, The Ministry of Foreign Affairs
- Representative of Thailand at the 43<sup>rd</sup> United Nations Conference at New York, United States

**1989**

- Diplomats 4, Department of Political Affairs, Ministry of Foreign Affairs

**1985**

- Diplomats 3, Department of ASEAN Affairs, Ministry of Foreign Affairs
- Representative of Thailand at the ASEAN Standing Committee

**Articles of Association of United Power and Utility Public Company Limited  
related to the Meeting and the voting**

13. The meeting of shareholders shall elect the directors in accordance with the following rules and procedures:

- (1) each shareholder shall have a number of votes equal to 1 share per 1 vote;
- (2) each shareholder may exercise the votes he or she has to elect
- (3) after the votes, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the portions are all filled. Where there is an equality of votes cast for the candidates in descending order causing the number of directors to exceed the required number, the chairman shall cast the deciding vote.

14. At every annual general meeting, at least one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate.

The directors vacating from office in the first and second years after the incorporation of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate. A director who vacates office under this procedure may be re-elected.

15. A director is entitled to remuneration from the Company in form of a meeting allowance, reward, bonus or any other nature of interest pursuant to the Articles of Association or the consideration by the shareholders meeting which may be fixed onset as a framework and may be for a period of time, or remain effective until further changes are made. In addition, a director is entitled to receive allowances, reimbursement and any benefits in accordance with the Company's regulations.

26. The board of directors shall call a meeting of the shareholders which is an annual general meeting of shareholders within 4 months from the last day of the accounting year of the Company.

The meeting of shareholders other than the one referred to above shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting any time the board considers it expedient to do so or when the shareholders holding shares amounting to not less than one-fifths of the total number of shares sold or shareholders amounting to not less than 25 persons holding shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within 1 month as from the date the request is received from the shareholders.

27. In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the registrar for their information not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than 3 consecutive days and at least 3 days prior to the date of the meeting.

The meeting can be held in the locality in which the head office of the Company is located or in any other province in the Kingdom.

28. A shareholder may appoint a proxy to attend the meeting and cast a vote on his/her behalf.

The appointment shall be made in writing and signed by the principal and shall be as prescribed by the registrar. The proxy form shall contain at least the following particulars:

- (a) the number of shares held by the principal;
- (b) the name of the proxy; and
- (c) the number of the meeting which the proxy is authorised to attend and at which the proxy is authorised to vote. It shall be submitted to the chairman or person assigned by the chairman prior to attending the meeting.

29. In a meeting of shareholders, there shall be shareholders and proxies (if any) attending the meeting amounting to not less than 25 persons and holding shares not less than one-third of the total number of share sold, or shareholders and proxies attend the meeting amounting to not less than half of total shareholders in the Company and holding shares amounting to not less than one third of the total number of shares sold, to constitute a quorum.

At any meeting of shareholders, in the case where 1 hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a prescribed quorum, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be rescheduled and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda stipulated in the notice calling for the meeting or the matters raised by shareholders holding shares amounting to not less than one-third of the total number of shares sold, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall deliver the notice calling the meeting which indicates the place, date, time and agenda of the meeting to the shareholders not less than 7 days prior to the date of the meeting, provided that the notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

30. In voting, 1 share shall have 1 vote. A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (a) The sell or acceptance of transfer of the entire business or important parts of business of the Company to other persons;
- (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- (c) Making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the Company; or appointing other persons or companies to operate business of the Company; or merge business with other persons or companies for profit and loss allocation;
- (d) Any amendment of the Memorandum of Association and/or Articles of Association of the Company;
- (e) Increase or decrease of the share capital of the Company or the issuance of debentured;
- (f) The merger or dissolution of the Company;
- (g) Issuance of new shares to pay the Company's creditor in respect to the debt-for-equity conversion plan.

31. Annual general meeting shall be summoned for the purposes of:

- (1) Acknowledging the report of the board of directors covering works done during the previous year;
- (2) Considering and approving the balance sheet and profit and loss accounts as of the end of the fiscal year;
- (3) Considering annual net profit allocation, reserve fund allocation and dividend payment;
- (4) Electing new directors in place of those retiring on the expiration of their terms and fixing the remuneration for directors;
- (5) Appointing auditors and fixing the remuneration;
- (6) Other business.

32. In case where the Company or subsidiary agrees to enter into connected transaction or acquisition and disposal of assets of the Company or subsidiary transaction as defined in the Stock Exchange of Thailand regulations applicable to connected transaction or acquisition and disposal of assets of a listed company transaction, as the case maybe. The Company shall follow such regulations and procedure.

44. The board of directors shall prepare the balance sheet and the profit and loss account as of the last day of the fiscal year of the Company for submission to the annual general meeting of shareholders for approval. The board of directors shall have the balance sheet and profit and loss accounts audited by an auditor prior to submission to the meeting of shareholders.

45. The board of directors shall deliver the following documents to the shareholders along with written notices calling for an annual general meeting:

- 
- (1) copies of the balance sheet and the profit and loss account which have been audited by the auditor together with the audit report of the auditor; and
  - (2) the annual report of the board of directors and documents containing information supporting such report.

46. The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders. The auditor shall not be a director, staff, employee or person holding any position or having any duty in the Company.

## Documents or Evidences to attend the Annual General Meeting of Shareholders for the year 2016

Shareholder or proxy can register by submitting the following documents to attend the Meeting from 12.30 hours on Friday 29 April 2016 onwards.

### 1 Attendance in person

- An **original** official identification card, e.g. identification card, passport or driver licence.

### 2 Attendance by proxy

#### 2.1 shareholder Individual

- A duly completed proxy form, signed by the shareholder and the proxy (with THB 20 stamp duty)
- A copy of the shareholder's official identification card, e.g. identification card, passport or driver licence, certified by the shareholder
- An **original** official identification card of the proxy, e.g. identification card, passport or driver licence

#### 2.2 Corporate shareholder registered in Thailand

- A duly completed proxy form, signed by the authorised signatories of the shareholder and the proxy, with an affixation of the corporate seal (if any) (with THB 20 stamp duty)
- A copy of the affidavit or certificate of incorporation of the shareholder issued by the Ministry of Commerce or relevant authority not exceeding 3 months before the Meeting, certified by the authorised signatories of the shareholder, together with an affixation of the corporate seal (if any)
- A copy of the authorised signatories official identification card e.g. identification card, passport or driver licence, certified by the authorised signatories
- An **original** official identification card of the proxy, e.g. identification card, passport or driver licence

#### 2.3 Corporate shareholder registered overseas

- A duly completed proxy form, signed by the authorised signatories of the shareholder and the proxy, with an affixation of the corporate seal (if any) (with THB 20 stamp duty)
- A copy of the certificate of incorporation or other constitutional documents of the shareholder issued by the relevant authority, bearing the name of the shareholder, its registered address, and name(s) of the authorised signatories and the signing authority, certified by the authorised signatories of the shareholder, together with an affixation of the corporate seal (if any).
- A copy of the authorised signatories official identification card e.g. identification card, passport or driver licence, certified by the authorised signatories.
- An **original** official identification card of the proxy, e.g. identification card, passport or driver licence

English translation of any document not in English, certified by the authorised signatories of the shareholder

Shareholders who wish to appoint a proxy may also appoint any independent directors of the Company as their proxy. Profiles of the independent directors who are proxy are set out in Enclosure 8.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

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

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

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

(2) เป็นผู้ถือหุ้นของบริษัท ยูไนเต็ด เพาเวอร์ ออฟ เอเชีย จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of United Power of Asia Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

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

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing No.1,  
please mark at  1. and give the  
details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนเดียว  
Anyone of these persons





- วาระที่ 3** พิจารณานุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2558
- Agenda item no. 3 To consider and approve the financial statement and statement of comprehensive income for the fiscal year ended December 31, 2015
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- วาระที่ 4** พิจารณานุมัติงดจัดสรรเงินกำไรสำหรับผลการดำเนินงานของบริษัทประจำปี 2558 เป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2558
- Agenda item no. 4 To consider and approve the non-allocation of the profit to the reserve fund as prescribed by law and non-payment of dividend for the operational result of the Company for the year 2015
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- วาระที่ 5** พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามวาระประจำปี 2559
- Agenda item no. 5 To consider and approve the election of the Directors to replace those who completed the term of the year 2016
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เพิ่มจำนวนกรรมการและเลือกตั้งกรรมการทั้งหมด  
Increase of directors and election of entire nominated directors
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- เลือกตั้งกรรมการเป็นรายบุคคล  
Election of each nominated directors
1. ชื่อกรรมการ นายวิจักกร อากัปกรณ์  
Director's name Mr. Vijak Arkubkriya
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
2. ชื่อกรรมการ นายอุปทิศ ปาจริยางกูร  
Director's name Mr. Upakit Pachariyangkun
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
- วาระที่ 6** พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2559
- Agenda item no. 6 To consider and approve the remuneration of the Directors for year 2016
- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:
- |                                              |                                                    |                                                |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|----------------------------------------------|----------------------------------------------------|------------------------------------------------|



**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ยูในเต็ด เพาเวอร์ ออฟ เอเชีย จำกัด (มหาชน)

A proxy is granted by a shareholder of United Power of Asia Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันที่ 29 เมษายน 2559 เวลา 14.00 น. ณ ห้องบอลรูม ชั้น 3 โรงแรม เดอะ แกรนด์ โฟร์วิงส์ คอนเวนชัน กรุงเทพมหานคร เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2016 Annual General Meeting of Shareholders on April 29, 2016 at 14.00 hrs. at Ballroom, 3rd floor, Grand Fourwings Convention Hotel Bangkok, 333 Srinakarin Road, Bangkok, Huamark, Bangkok 10240 or such other date, time and place as the meeting may be held

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

Enclosure 8

**Information of Independent Director as Proxy to attend the Meeting (Mr. Somprot Sarakoses)**

**Name** Mr. Somprot Sarakoses  
**Age** 50 years  
**National** Thai



**Education**

- PHD in Economics (Finance and investment), University of Exeter, United Kingdom
- Master of Business Administration (Management), Pittsburg State University, USA
- Bachelor of Business Administrative (Accounting), Assumption University

**Working Experience**

2016 – Present

- Audit Committee of United Power and Utility Public Company Limited

2012 – Present

- Vice Managing Director of Millennium Auto Company Limited

2004 – Present

- Executive Director of Business Administration program, Bachelor of Business Administration, Assumption University

1998 – Present

- Professor at Bachelor of Business Administration (Business Strategic Plan), Assumption University

Other experiences

- International economic reform secretary and sub-committee, National Reform Council
- Managing Director of Electronic Transactions Development Agency (Public Organization)
- Advisor to Electronic Government Agency (Public Organization)
- Chairman of VGM Corporation Public Company Limited
- Chair of Executive Board and President of Power-P Public Company Limited

**Information of Independent Director as Proxy to attend the Meeting (Mr. Tirawat Sucharitkul)**

**Name** Mr. Tirawat Sucharitkul  
**Age** 61 years  
**National** Thai



**Education**

- BA Degree in Political Science (with Honours), University of London

**Working Experience**

Present

- Advisor of Office of Royal Duties of Her Royal Highness Princess Maha Chakri Sirindhorn's Personal Affair Division
- Audit Committee and Chairman of United Power of Asia Public Company Limited
- Director of Siam Power Generation Public Company Limited

2003 – present

- Audit Committee of Professional Waste Technology Public Company Limited

**Training and Visiting Experience both Domestic and Abroad**

- On behalf of the Administrator of the United Nations both Domestic and Abroad

**Map of the Venue of the Annual General Meeting of the shareholders for the year 2016**



โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชัน กรุงเทพมหานคร (The Grand FourWings Convention Hotel)

ณ ห้องบอลรูม ชั้น 3 (Ballroom Floor 3)

เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240

(333 Srinakarin Road, Huamark, Bangkok, Bangkok 10240)

โทรศัพท์ + 66 (0) 2378-8000 โทรสาร + 66 (0) 2378-8084

(Tel : +66 (0) 2378-8000 Fax : +66 (0) 2378-8084)

<http://www.grandfourwings.com>