

No. UPA-EGM-1/59

11 November 2016

Subject: The Extraordinary General Meeting of Shareholders no. 1/2016 Invitation Letter

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

Enclosure:

1. Copy of the minutes of the annual general meeting of shareholders for the year 2016 held on 29 April 2016
2. Information memorandum on the acquisition of assets
3. Independent financial advisor report
4. Articles of association of the Company related to the shareholders meeting and the voting
5. Documents required for shareholders’ identification to attend the extraordinary general shareholders’ meeting no. 1/2016
6. Proxy Form
7. Information of independent directors to be the proxy to attend the meeting
8. Map of the meeting venue

The board of directors of the Company resolved to hold the extraordinary general meeting of shareholders no. 1/2016 on Friday 2 December 2016 at 10.00 (registration starts from 08.30) at Ballroom 3rd 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 annual general meeting of shareholders for the year 2016 held on 29 April 2016

Objectives and Reasons: the Company has prepared the minutes of the annual general meeting of shareholders for the year 2016 held on 29 April 2016 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 the copy of the minutes of the annual general meeting of shareholders for the year 2016 held on 29 April 2016 (**Enclosure 1**)

The Board’s Opinion: The board was of the view that the minutes of the annual general meeting of shareholders for the year 2016 held on 29 April 2016 have been properly recorded, thus it should be proposed to the meeting to consider and certify.

Remark: This agenda requires the certification by majority votes of all shareholders attending the meeting and voting.

Agenda 2 To consider and ratify the signing of the Power Purchase Agreement between Myanmar UPA Co., Ltd., its subsidiary, and Myanmar Electric Power Enterprise: MEPE, to construct a power plant and sell electricity

Objectives and Reasons: Myanmar UPA Co., Ltd. (“**MUPA**” or the “**Subsidiary**”) which is the subsidiary of the Company incorporated in Myanmar (the Company holds 99 per cent of its shares and Andaman Power and Utility Company Limited holds 1 per cent of its shares) as the seller entered into Power Purchase Agreement with Myanmar Electric Power Enterprise: MEPE as the buyer (“**Power Purchase Agreement**”). The Power Purchase Agreement will not be effective and binding until all conditions precedent in such Power Purchase Agreement will be met or waived. The significant conditions precedent are as follow:

1. The relevant parties have entered into a lease agreement for the land used in the project;

2. The MEPE has drawn the first instalment of facilities from the lender to construct the transmission facilities;
3. The Ministry of Electric Power (MOEP) of Myanmar has issued a letter of comfort to ensure the payment to the Subsidiary;
4. The Subsidiary has obtained licences required for the operation of the power plant project; and
5. Conditions precedent set out in the facilities agreement in connection with the power plant project have been met,

provided that in order to waive the 5th condition above (regarding the facilities agreement in connection with the power plant project), MEPE and the Subsidiary must mutually so agree.

After the shareholders' meeting approves or ratifies the signing of the Power Purchase Agreement for the power plant project operation by the Subsidiary, the Company and the subsidiary will proceed for the effectiveness of the Power Purchase Agreement by completing all of the conditions precedent. The directors and the Subsidiary will not incur any capital expenditure which may be of high value and financial burden for the Company and the Subsidiary before the effectiveness of the Power Purchase Agreement. The Company will also not make any investment using the registered capital of the Company during the pre-development phase except for the pre-development costs such as adviser fees, credit facilities procurement expenses, which are normal expenses in the pre-development phase and of moderate value. The directors and the Subsidiary will also not enter into any credit facilities agreement until the Company and the Subsidiary obtain official approval to operate the power plant project from the SET.

On the other hand, if the shareholders' meeting does not approve or ratify the signing of the Power Purchase Agreement by the subsidiary, the Company and the subsidiary cannot continue operating the power plant project and the Company will not enter into any credit facilities agreement. Therefore, fulfillment of the conditions precedent and effectiveness of the Power Purchase Agreement are no longer relevant, as the procurement of the credit facilities for the power plant project which is one of the key conditions to effectiveness of the Power Purchase Agreement will not occur or in other words impossible.

The Company will not operate the power plant project before the SET approves the relisting application of the Company.

Signing of the Power Purchase Agreement to operate such power plant project is a transaction which falls within the Notification of the Capital Market Supervisory Board No. TorJor 20/2551 re: Rules on entering into material transactions deemed as acquisition or disposal of assets dated 31 August 2008 (as amended) and Notification of the Board of Governors of The Stock Exchange of Thailand re: Disclosure of information and other acts of listed companies concerning the acquisition and disposition of assets 2004 (B.E. 2547) dated 29 October 2004 (as amended) ("Acquisition or Disposition Notifications"), the highest transaction size is 374.33% of net tangible assets ("NTA") of the Company. Given that the transaction size exceeds 100% of the Company's NTA, which is deemed as an acquisition of asset Class 4, pursuant to the Acquisition or Disposition Notifications, the Company is obligated to disclose the information regarding the transaction to the SET, to appoint the independent financial advisor to give the opinion regarding the transaction and to hold the shareholders' meeting for the approval or ratification of the signing of the Power Purchase Agreement, as per details in the information memorandum on the acquisition of assets (**Enclosure 2**)

For such purposes, the Company appointed Capital Advantage Company Limited, a financial advisor approved by the Securities and Exchange Commission of Thailand, to be the independent financial advisor in order to give opinion on such transaction, as per details in the Independent Financial Advisor report (**Enclosure 3**).

Moreover, in order to perform the necessary and/or relevant action related to the Power Purchase Agreement and the power plant project operation, the Company, therefore, proposes to the meeting to consider and approve the authorised directors of the Subsidiary or any person authorised by the authorised directors of the Subsidiary to consider and approve any necessary and/or relevant action related to the Power Purchase Agreement and the power plant project operation.

The Board's Opinion: The board was of the view that it should be proposed to the meeting to consider and approve as follows:

1. To ratify the signing of the Power Purchase Agreement between MUPA, a subsidiary of the Company, and the MEPE to construct a power plant and sell electricity as this transaction is reasonable, appropriate and is beneficial to the Company as per details in the above objectives and reason.

2. To approve the appointment of the authorised directors of the Subsidiary or any person authorised by the authorised directors of the Subsidiary to consider and approve any necessary and/or relevant action related to the Power Purchase Agreement and the power plant project operation.

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 3 To consider and ratify the purchase of the ordinary shares in Domeland Estate Company Limited

Objectives and Reasons: The Company acquired ordinary shares in Domeland Estate Co., Ltd. ("Domeland") for the amount of 980,000 shares, which is 98 per cent of the paid up capital on 30 March 2014. This transaction falls under the Acquisition or Disposition Notifications. The maximum transaction size was equal to 30.1% of the total net tangible assets (NTA) based on the consolidated financial statements of the Company as of 31 March 2014, and therefore falls into class 2 under the Acquisition or Disposition Notifications. The board of directors of the Company approved this transaction and sent a notice to the shareholders on 30 May 2014 which was within 21

days from the date of disclosure to the SET pursuant to the Acquisition or Disposition Notifications.

However, to comply with section 107 of the Public Limited Company Act B.E. 2535 (as amended) and the articles of association of the Company which require the Company to hold a meeting of shareholders to consider and approve the purchase of business of private companies by the Company, by a resolution of not less than three-fourths of the total number of votes of shareholders attending and eligible to vote. The Company, therefore, proposes to the meeting to consider and approve the purchase of the ordinary shares in Domeland.

The Board's Opinion: The board was of the view that it should be proposed to the meeting to consider and ratify the purchase of the ordinary shares in Domeland to be in accordance with section 107 of the Public Limited Company Act B.E. 2535 (as amended) and the articles 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 4 To consider and ratify the change to the purposes of using the increased capital of the Company and approve the setting of purposes of using the increased capital of the Company

Objectives and Reasons: As the Company increased the capital and allocated to 14 investors as Private Placement according to the resolutions of the board of directors meeting no. 10/2014 on 29 September 2014 and the extraordinary general meeting of shareholders no. 1/2014 on 18 November 2014, where the Company disclosed the information to the SET in the capital increase report form (F53-4) with respect to the purposes of the capital increase and the use of the increased capital dated 29 September 2014 (as amended on 15 October 2014) as follows:

- (1) To use as a working capital and a fund to invest in various property projects. The Company expects to use fund in the amount of not exceeding THB 500 million to acquire land to be developed which is under negotiation to purchase with the unrelated and not connected person, and to develop such land into the condominium project under the estimated construction value of more than THB 1,000 million and
- (2) To expand the capital base of the Company to be appropriate and sufficient for the development of the current business operation and for the investment in a new business in connection with the alternative energy business such as biomass, stream, heat, solar and other renewable energy which is the new promising potential business which could enhance revenue and profit to the Company. The Company planned to use the fund for the amount of not exceeding THB 1,275 million to be used in this operation.

However, after the capital increase, the situation has changed and the Company, therefore, cancelled and did not invest in such project to acquire plot of land to be developed as a condominium which is located at Pak Chong District, Nakhonratchasima, due to the fact that the seller agreed with the other buyer. Furthermore, the Company reported the use of proceeds derived from the capital increase to the SET on 1 February 2016 (as amended on 9 February 2016) that the Company used part of the increased capital to provide the loan to Informatix Plus Co., Ltd. on 8 September 2015 to purchase the copyright of communication program application in the total amount of THB 150 million. The purpose of this action is to adjust the strategy and direction of software business from game software business, which is no longer popular, to software business in the area of communication technology, to develop and enhance this aspect of business. In order for the shareholders to acknowledge and approve regarding the purpose of using the increased capital of the Company according to the circumstances which have changed, the Company, therefore, proposed to the meeting to approve and ratify the change to the purposes of using the increased capital of the Company from the disclosed to the SET as mentioned by cancelling the purpose regarding the real estate investment in the part which mentions the acquisition of the plot of land and the development of which as a condominium (the project at Tanarat road).

Moreover, the Company deems appropriate to propose to the meeting to approve the new purposes of using the increased capital to be in line with the current business plan of the Company and also to make such purposes precise to the shareholders and investors in terms of the future business operation of the Company. The new purposes to use such increased capital are as a working capital of the Company's group, as an investment fund for the business expansion and as funding for the current businesses of the Company and the Company's group, and also for the expansion of the capital base of the Company and the Company's group to be appropriate and sufficient for the

development of the current business of the Company. The expected amount of money and time for investment are as follows:

1. For energy business, in the amount not more than Baht 2,000 million and the expected time for using invested money is within the middle of the year 2020;
2. For the information technology, in the amount not more than Baht 800 million and the expected time for using invested money is within the year 2018; and
3. For the real estate projects, in the amount not more than Baht 500 million and the expected time for using invested money is within the year 2018.

The existing purposes of using fund from an increase in capital of the Company and the new purposes can be briefly compared as follows:

No.	The previous purposes of using increased capital	The amount of money (THB: million)	The new purposes of using increased capital	The amount of money (THB: million)/ The expected time for using invested money
1	To use as a working capital and as an investment for real estate projects		To use as a working capital of the Company's group, as an investment fund to expand businesses of the Company's group, and as a funding for the current businesses of the Company and the Company's group and also for the expansion of the capital base of the Company and the Company's group to be more appropriate and sufficient for developing the current businesses of the Company and the Company's group	
	1.1 to acquire land located at Pak Chong District, Nakhonratchasima	Not more than 500	1.1 energy business	Not more than 2,000/ within the middle of the year 2020
	1.2 to develop such land for building condominium	More than 1,000	1.2 information technology business	Not more than 800/ within the year 2018
			1.3 real estate projects	Not more than 500/ within the year 2018

No.	The previous purposes of using increased capital	The amount of money (THB: million)	The new purposes of using increased capital	The amount of money (THB: million)/ The expected time for using invested money
2	To expand the capital base of the Company to be more appropriate and sufficient for developing the current businesses and for any investment in a new business relating to the alternative energy business	Not more than 1,275	-	

The Company, therefore, proposes to the meeting to ratify the change to the purposes of using the increased capital of the Company and approve the setting of purposes of using the increased capital of the Company as per details above, for the shareholders to acknowledge and consider new purposes of using the increased capital and the path of the business operation of the Company.

The Board's Opinion: The board was of the view that it should be proposed to the meeting to consider and ratify the change to the purposes of using the increased capital of the Company and approve the setting of purposes of using the increased capital of the Company.

Remark: This agenda requires the approval by majority votes of all shareholders attending the meeting and voting.

Agenda 5 Other matters (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. Please check the required documents or evidences to be presented to be eligible to attend the meeting (**Enclosure 5**) in order to exercise your right in attending the meeting.

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 form attached (**Enclosure 6**) and submit the proxy form

which has been signed and affixed with stamp duties to the chairman of the meeting or the other appointed persons before the proxies attend the meeting. Shareholders may appoint the Company's independent directors as per details in the information of independent directors to be the proxy to attend the meeting (**Enclosure 7**) 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 08.30 am to 10.00 am.

Yours faithfully,



Sign.....Director

(Mr. Kawin Chalermroj)

Minutes of the Annual General Meeting of Shareholders for the year 2016
United Power of Asia Public Company Limited (the Company)
Ballroom 3rd floor, The Grand Four Wing Convention Bangkok, No.333
Srinakarin road, Hua-Mark Sub-district, Bangkok District, Bangkok 10240

Quorum

The Meeting was convened at 14.00 hours, that there were 17 shareholders attending the Meeting in person and 27 shareholders attending the Meeting by proxy. 44 shareholders were present in the Meeting in person and by proxy, holding an aggregated 3,300,524,810 shares or representing 49.4831 per cent of the Company's total issued shares, constituting a quorum in accordance with the Company's Articles of Association.

Directors who were present at the Meeting

- | | |
|------------------------------|---|
| 1. Mr. Tirawat Sucharitakul | Chairman of Directors, Independent Director and Audit Committee |
| 2. Mr. Kawin Chalermroj | Director |
| 3. Mr. Upakit Pachariyangkun | Director |
| 4. Mr. Somprot Sarakosas | Independent Director and the Chairman of Audit Committee |
| 5. Mr. Somsak Ratanaphol | Independent Director and the Audit Committee |
| 6. Mr. Chumporn Pholaruksa | 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 |
| 2. Mr. Thiti Vejpas | Vice Chief Executive Officer, Finance and Accounting |

Auditor

- | | |
|-----------------------|---------------------------|
| 1. Miss Yupin Chumjai | S P Audit Company Limited |
|-----------------------|---------------------------|

Legal Advisors

- | | |
|----------------------------------|--|
| 1. Mr. Somboon Kitiyansub | Norton Rose Fulbright (Thailand) Company Limited |
| 2. Mr. Teerapat Pratyaratanaooot | Norton Rose Fulbright (Thailand) Company Limited |

Start of the Meeting

Mr. Tirawat Sucharitakul , Chairman of Directors, presided over the Meeting ("the Chairman"). The Chairman assigned Mr. Somboon Kitiyansub to represent as the MC of the Meeting ("the MC"). The MC informed the Meeting that the Company, currently, has the registered capital in the amount of Baht 3,475,000,000, 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 17 shareholders attending the Meeting in person and 27 shareholders attending the Meeting by proxy. 44 shareholders were present in the Meeting in person and by proxy, holding an aggregated 3,300,524,810 shares or representing 49.4831 per cent 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 MC 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 the voting procedures, shareholders shall sign their names on the ballots prior to voting for every agendas (except agenda 5 which is relating to the consideration and approval for the appointment of directors in replacement of those who retire by rotation). If there is no shareholders disapproved or abstained from voting, it shall be deemed that shareholders agree or approve such agenda.

For shareholders disapproving or abstaining from voting, the shareholders shall vote in the ballots provided by the Company and please raise your hands up in order for the Company's staffs to collect the ballots.

3. In order to summarise voting result, disapproved or abstained votes will be deducted from the total votes and the rest will be deemed to be approved votes. The votes in this meeting are not confidential.

The following votes shall be considered as void:

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

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

4. For a shareholder appointing the proxy which indicated the proxy to vote pursuant to the shareholder's or the proxy's demand, the Company shall count the vote pursuant to the shareholder's or the proxy's demand.
5. Voting in agenda 5 which is relating to the consideration and approval for the appointment of directors in replacement of those who retire by rotation
 - For a shareholder appointing the proxy, the Company shall count the vote pursuant to the shareholder's or the proxy's demand.
 - The Company will propose for consideration of the appointment of each director individually, for shareholders to vote approve or disapprove or abstain. The Company shall collect all ballots provided that the staff shall collect the ballot from shareholders who disapprove or abstain from voting first and shall collect the ballots voting approval after collecting ballots from shareholders who disapprove or abstain from voting.

6. 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”

For shareholders who abstain from voting, the Company shall include those abstention into the counting base.

7. In each agenda, a resolution requires a majority vote of all shareholders who attend the Meeting and are entitled to vote. Exceptions are made for the agenda as follows:

- Agenda 6 : To consider and approve the remuneration for directors for the year 2016, it requires the votes of at least two-thirds (2/3) of total votes of shareholders attending the Meeting; and
- 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, it requires the votes of at least three-quarters (3/4) of total votes of shareholders attending the Meeting.

8. For shareholders who wish to leave early or are 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.

9. The number of shareholders’ votes in each agenda may not be equivalent due to the fact that shareholders and proxies may gradually attend the Meeting.

10. In respect of the vote count of the Meeting, the legal advisor from Norton Rose Fulbright (Thailand) Company Limited, Mr. Teerapat Pratyaratanaooot is a witness for the vote count.

11. 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.

The MC introduced directors, executives and advisors of company who attended the Meeting.

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

Agenda 1: To consider and certify the minutes of the Extraordinary General Meeting of Shareholders no. 1/2015 held on 28 August 2015

The MC informed the Meeting that 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 such minutes to the Stock Exchange of Thailand and the Ministry of Commerce as required by laws. Details are in the Enclosure 1 sent to shareholders together with the 2016 Annual General Meeting of Shareholders Invitation Letter.

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

The MC proposed the Meeting to adopt minutes of the Extraordinary General Meeting of Shareholders no. 1/2015 held on 28 August 2015 as proposed.

Resolution: The Meeting considered and resolved to adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 held on 28 August 2015 with votes as follows.

Votes	Number of Votes	Percentage
Approval	3,300,626,810	99.9997
Disapproval	0	0.0000
Abstention	10,000	0.0003
Total	3,300,636,810	100

Remark: A resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and entitled to vote.

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

The MC informed the Meeting that Company concluded the operational result and the significant changes in the year 2015 in the annual report of Company for the year 2015 as per details in the Enclosure 3 which was sent to shareholders together with the 2016 Annual General Meeting of Shareholders Invitation Letter. Then, there was VDO summarising the significant operational result of the Company for the year 2015 as follows:

- For the management, after restructuring of major shareholders, board of directors and management team have an intention and dedication to turnover business of the Company according to good governance criteria in order to make a good sustainable operational result and to have potential investment project including to improve and develop the existing business which will greatly result in the growth of the Company in the future for the highest benefit of shareholders.
- Currently, the Company conducts 3 main businesses as follows:
 1. Energy business

Such business is under the operation of Andaman Power and Utility Company Limited (“APU”), a subsidiary company which the Company holds 93 per cent of its total shares. It is the first successful company to operate power plant in the special economic zone of Dawei. Electricity has been distributed already to solve the lack of electricity problems in Dawei. In order to prepare for future investment, APU has entered into the agreement with Myanmar Government and the Ministry of Electric Power of Myanmar to collaborate in the first natural gas power plant development in the special economic zone of Dawei. The operation is divided into 2 phases as follows:

(1) Phase 1 is the power plant having production capacity of 20 megawatts, which has already distributed electricity to Dawei city, Taninthayi Region since 17 June 2015. The revenue of such has been recognised.

(2) Phase 2 is the power plant having production capacity of 200 megawatts. Myanmar UPA Company Limited, a subsidiary of the Company, which the Company holds 99 per cent its total shares, has signed Power Purchase Agreement or PPA with the Ministry of Energy of the Republic of the Union of Myanmar on 28 March 2016 to

construct co-generation power plant having production capacity of 200 megawatts. This energy investment cooperation could reduce problem on the lack of electricity and increase potential in terms of economics and investment of Myanmar. This also creates the opportunity for Thailand to invest in energy business in the special economic zone of Dawei.

2. Information and Communications Technology Business

The business is under the operation of Informatix Plus Company Limited, a subsidiary of the Company, which the Company holds 99.99 per cent of its total shares. Since the smartphone devices are widely used to access information and services, the Company, therefore, focuses to operate Mobile Solution business and Social Media system which leads to the explicit and limitless communication. The “Mozer Mobile Communication Platform” application will enhance the working ability to organisations with many features , such as

- Live VDO Broadcast: ability to broadcast the VDO to all members in an organisation;
- Talk: ability to communicate with all members in an organization in the Walkie-Talkie mode;
- Chat & Share: ability to concurrently send messages, images or files to all members in an organisation; and
- Dispatcher: The administrator can select the group of users from Google Map and check report of the usage of all members;

By the cooperation from public and private sectors and international organisations, the application, Mozer, has been sold through many channels as follows:

- (1) Selling through AIS, a major service provider in Thailand. AIS has launched the product “AIS Live & Talk Powered by Mozer”, advertised and sold the application to the organisation customers and base customers of AIS;
- (2) Selling through CAT Telecom, a governmental service provider in Thailand. CAT Telecom has a direct sales channel for Mozer Solution to the governmental departments and to promote its own products.
- (3) Selling through Oracle, an enormous company with world-wide network. Oracle has sold Mozer to AEC and the sale in other countries will follow.

3. Real Estate Business

Other than the energy business and information and communications technology business, the Company still operate the project to extend real estate business by having The Pino Khaoyai project, which is the condominium among nature at Khao Yai and the construction is completed. Currently, more than 25 per cent of condominium in the project have been transferred and the condominium is ready for customers to move in.

In addition, the Company has Phang-Nga project which is the land development project for the purpose of allocating such land for sale. The total area of the project is 19 Rais, located in a good location near the Phuket airport and close to Na-Tai beach on the Andaman coast. Such project has the potential to develop and allocate for sale to customers.

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

This agenda is a report of the operational result of the Company for the year 2015 for acknowledgement and no casting of votes is required.

Agenda 3: To consider and approve the statement of Financial Position and statement of comprehensive income of the Company for the fiscal year ended 31 December 2015

The MC invited Mr. Somprot Sarakoses to report details of this agenda to the Meeting.

Mr. Somprot Sarakoses reported the Meeting that the Company has prepared the statement of financial position and statement of comprehensive income of the Company for the fiscal year ended 31 December 2015 which have been audited by the certified auditor from SP Audit Company Limited, reviewed by the audit committee and approved by the Company's board of directors. Ms Yupin Chumjai, the representative from SP Audit Company Limited, also attends the Annual General Meeting today.

In this regard, to comply with the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and the Articles of Association of the Company which require the Company to prepare the financial statements as at the end of the fiscal year to propose to the Meeting to consider and approve in Annual General Meeting of shareholders, it should be proposed to the Meeting to consider and approve the statement of financial position and statement of comprehensive income for the fiscal year ended 31 December 2015 as per details in Enclosure 2 sent to shareholders together with the 2016 Annual General Meeting of Shareholders Invitation Letter in advance.

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

The MC proposed the Meeting to adopt the statement of financial position and statement of comprehensive income of the Company for the fiscal year ended 31 December 2015.

Resolution: The Meeting considered and resolved to approve the statement of financial position and statement of comprehensive income of the Company for the fiscal year ended on 31 December 2015 with votes as follows.

Votes	Number of Votes	Percentage
Approval	3,300,661,910	99.9997
Disapproval	0	0.0000
Abstention	10,000	0.0003
Total	3,300,671,910	100

Remark: A resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and entitled to vote.

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

The MC informed the Meeting that reference is made to the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and the Articles of Association of the Company. The Company is required to allocate not less than 5 per cent of its net profit after deducting accumulated loss brought forward (if any) as a legal reserve until the legal reserve is not

less than 10% of registered capital. If the Company still has an accumulated loss, the Company must not pay dividends.

Considering the fact the operational result of the Company for the year 2015, the Company has an accumulated loss of Baht 403.72 million. As a result, the Company cannot allocate the statutory reserve and cannot declare dividend according to the law .

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

The MC proposed the Meeting to consider to approve the non-reservation of the net profit for the operational result of the Company for the year 2015 as legal reserve, and non-declaration of dividend for the operational result of the Company for the year 2015

Resolution: The Meeting considered and resolved to approve the non-reservation of the net profit for the operational result of the Company for the year 2015 as legal reserve, and non-declaration of dividend for the operational result of the Company for the year 2015 with votes as follows.

Votes	Number of Votes	Percentage
Approval	3,300,661,910	99.9997
Disapproval	0	0.0000
Abstention	10,000	0.0003
Total	3,300,671,910	100

Remark: A resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and entitled to vote.

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

The Chairman informed the Meeting that this agenda is to consider and approve the election of directors in replacement of those who retire by rotation. To allow the shareholders to fully express their opinions and cast their votes, the Chairman asked Mr. Upakit Pachariyangkun, a director who will retire by rotation and are nominated to be re-elected as a director for this term to leave the meeting room and wait in other room until the Meeting has considered and casted their votes. Then, chairman assigned the MC to proceed the Meeting.

The MC informed the Meeting that pursuant to the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and the Articles of Association of the Company, at Annual General Meeting, one-third (1/3) of the total number of directors shall retire by rotation. For the year 2016, there are 2 directors retired by rotation as follows:

1. Mr. Somnuk Jetjiravat; and
2. Mr. Upakit Pachariyangkun.

The board of directors has considered person to be a director in replacement of the above 2 directors by considering qualification, knowledge, ability, experience and expertise in various aspects which are benefit to the operation of the Company. In addition, such persons shall have qualifications and no prohibited characteristic pursuant to the Public Limited Companies Act, B.E. 2539 (1992) (as amended) and the Securities and Exchange Act, B.E. 2535 (1992) (as amended), and the relevant notifications. The

board of directors was of the view that it should propose the Meeting to consider and approve the election of the following persons as the directors of the Company in replacement of those directors retired by rotation:

1. Mr. Vijak Arkubkriya; and
2. Mr. Upakit Pachariyangkun.

Details of the persons proposed to be elected as directors shown in Enclosure 4 sent to shareholders together with the 2016 Annual General Meeting of Shareholders Invitation Letter in advance.

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

The MC proposed the Meeting to approve the election of directors in replacement of those who retire by rotation for the year 2016.

Resolution: The Meeting considered and resolved with a majority vote of the shareholders attending and entitled to vote to approve the election of directors; namely, (1) Mr. Somnuk Jetjiravat (2) Mr. Upakit Pachariyangkun in replacement of those who retire by rotation as follows:

(1) The election of Mr. Vijak Arkubkriya to be a director with votes as follows:

Votes	Number of Votes	Percentage
Approval	3,289,662,610	99.6665
Disapproval	10,999,300	0.3332
Abstention	10,000	0.0003
Total	3,300,671,910	100

Remark: A resolution on this agenda must be approved by a majority vote of all shareholders attending the Meeting and entitled to vote.

(2) The election of Mr. Upakit Pachariyangkun to be a director with votes as follows:

Votes	Number of Votes	Percentage
Approval	3,289,662,610	99.6665
Disapproval	10,999,300	0.3332
Abstention	10,000	0.0003
Total	3,300,671,910	100

Remark: A resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and entitled to vote.

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

The MC informed the Meeting that pursuant to the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and the Articles of Association of the Company, directors are

entitled to receive remuneration from the Company in form of reward a meeting allowance, pension, bonus and other types of remuneration pursuant to the Articles of Association or as approved by the shareholders' Meeting which may be fixed or set as a framework and may be set out from time to time or remain effective until further changes are made. The directors are also entitled to receive allowances and other benefits in accordance with the Company's regulations.

The board of directors considered the remuneration for directors for the year 2016 by considering the size of business and responsibility of board of directors. The board of directors propose the Meeting to approve such remuneration of directors for the year 2016 as per details as follows:

1. Meeting allowance

Chairman of the board of directors Baht 20,000 /attendance

Director Baht 15,000 /attendance

2. Meeting allowance for the audit committee

Chairman of the audit committee Baht 20,000 /attendance

Member of the audit committee Baht 15,000 /attendance

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

Chairman of the nomination and remuneration committee Baht 20,000 /attendance

Member of the nomination and remuneration committee Baht 15,000 /attendance

4. Meeting allowance for the risk management committee

Chairman of the risk management committee Baht 20,000 /attendance

Member of the risk management committee Baht 15,000 /attendance

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

The MC proposed the Meeting to approve the remuneration for directors for the year 2016.

Resolution: The Meeting considered and resolved to approve the remuneration for directors for the year 2016 with votes as follows.

Votes	Number of Votes	Percentage
Approval	3,3317,992,910	99.9997
Disapproval	0	0.0000
Abstention	10,000	0.0003
Total	3,318,002,910	100

Remark: A resolution on this agenda must be approved by not less than two-thirds (2/3) of the total number of votes of the shareholders attending the Meeting.

Agenda 7: To consider and approve the appointment of auditors and the remuneration for the auditors for the fiscal year ended 31 December 2016

The MC informed the Meeting that to comply with section 120 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) and the Articles of Association of the Company which require the Company to appoint auditors and set out the remuneration for the auditors every fiscal year. The Company considered to propose to the Meeting to consider and appoint the auditors from PricewaterhouseCoopers ABAS Co., Ltd. to be the auditors of the Company for the fiscal year ended 31 December 2016. Any of the following auditors shall review and provide opinion on the Company's financial statement.

- (1) Mr. Kajornkiet Aroonpirodkul, Certified Public Accountant No. 3445 and/or
- (2) Mr. Paiboon Tunkoon, Certified Public Accountant No. 4298 and/or
- (3) Mr. Pisit Thangtanagul, Certified Public Accountant No. 4095.

In addition, the remuneration of the auditors for the fiscal year ended 31 December 2016 is in the amount of not exceeding Baht 2,325,000.

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

The MC proposed the Meeting to approve the appointment of auditors and the remuneration for the auditors for the fiscal year ended 31 December 2016.

Resolution: The Meeting considered and resolved to adopt the appointment of auditors and the remuneration for the auditors for the accounting year ending on 31 December 2016 with votes as follows.

Votes	Number of Votes	Percentage
Approval	3,3317,992,910	99.9997
Disapproval	0	0.0000
Abstention	10,000	0.0003
Total	3,318,002,910	100

Remark: A resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and entitled 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

The MC informed that the Company wished to add the following 9 objectives to the Company's existing objectives, to be clauses 50 to 58, to support 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 this regard, the Company proposed 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 of directors also proposed the meeting to consider and authorise the board of directors, the management of the Company or the managing director or executives of the Company and/or any person authorised by the board of directors, the management of the Company or the managing director or executives of the Company to amend, revise or change wordings in the objectives as necessary and appropriated for the purpose of the registration with the Ministry of Commerce.

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

The MC proposed the Meeting to 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 line with the addition of the Company's objectives.

Resolution: The Meeting considered and resolved to adopt 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 line with the addition of the Company's objectives with votes as follows.

Votes	Number of Votes	Percentage
Approval	3,3317,992,910	99.9997
Disapproval	0	0.0000
Abstention	10,000	0.0003
Total	3,318,002,910	100

Remark: A resolution on this agenda must be approved by not less than three-quarters (3/4) of the total number of votes of the shareholders attending the Meeting and entitled to vote.

Agenda 9 To consider other business (if any)

The MC informed the Meeting that on this agenda the shareholders would have the opportunity to raise any other matters apart from the agenda determined in the 2016 Annual General Meeting of Shareholders Invitation Letter. The matters which are raised to the Meeting must be under the rules and procedures regulated by the laws. The Chairman asked the shareholders to raise other matter but no one propose additional to matter the meeting.

Before adjourning the meeting, the MC asked the shareholders to ask any question or express any opinion as follows:

Question Mr. Peeraphol Suwannapasri, a shareholder, inquired to the Meeting about the operational result in the previous year, when will the Company get profit and the future project.

Answer The MC informed the Meeting that the operational result was as presented in the VDO. The MC also added that the Company expanded the power plant in Myanmar, conducted additional businesses and invested in the information technology business. The numeral operational result was as informed according to the financial statement.

Question Mr. Nopparat Sujaritchan, a shareholder, inquired to the Meeting about rate of incomes of the Company in 3 main businesses and if there are other significant expenses apart from express in relation to the power plant project.

Answer Mr. Kavin Chalermroj clarified on the real estate projects of the Company to the Meeting that currently, the Company has 2 major real estate projects comprising; (1) The condominium project at Khaoyai which are currently been reserved in for 21 units and 13 units have been transferred to customers ; and (2) The project at Pang-Nga province with the approximate area of 19 Rais in the progress of land plotting to combine title deeds and divide such land for sale to the customers.

Mr. Upakit Pachariyangkun explained to the Meeting about the energy business that the 20 megawatts power plant has started to generate the electricity for 7 cities in Dawei and Myanmar department of electric power is in the process of repairing the transmission line

system which is expected to complete in approximately 3 months. As a result, the capacity of such power plant to generate the electricity will be expanded from 6 megawatts to 8 megawatts. In addition, the Company has studied the investment network in various countries such as Cambodia, Laos, Philippines and Indonesia and the board of directors will subsequently propose to the shareholders if there are any interesting projects.

Mr. Suwat Inmutto, an executive of Informatix Plus Company Limited (“**Informatix**”), informed to the Meeting about the information technology business that Informatix is the process of adjusting its business in accordance with the policy of the executives, has developed Compact Solution Application by signing a contract with AIS, who is the leading service provider. Informatix, therefore, is currently participating in the communicating application service. Furthermore, Informatix also provided the service to CAT Telecom, the biggest governmental service provider and had a plan for international sector by joining with Oracle all over Asia to negotiate with the service providers in Vietnam and Myanmar which form of service and income can be realised in 2 types comprising; (1) To sell to the business entities in form of Service Solution; and (2) To sell in the application for AIS to provide is in charge of the service. Consequently, the growth of Informatix is stable as planned.

Question Mr. Peeraphol Suwannapasri, a shareholder, asked to the directors to explain about plan on income and Mozer and requested the auditor to clarify to the Meeting about last year impairment.

Answer Mr. Suwat Inmutto explained to the Meeting that from the beginning of this year, Informatix has signed the agreement with the approximate value of Baht 56 million and certain agreements are pending for execution, the value of which should be able to be informed later. Informatix is currently the only service provider in Thailand with a large market and therefore the income stream are quite stable.

Ms. Yupin Chumjai, an auditor of the Company for the year 2015, informed the Meeting that SP Audit Company Limited is not responsible for the financial statement for the year 2014. The purpose of setting the impairment is that CyberPlanet Interactive Public Company Limited which originally engages in software business at the IPO of its shares on the SET and later change the main business to real estate business. The auditor in the previous year, therefore, may be of the opinion that the original copyrights and assets would be useless. Consequently, the auditor has to consider to set the impairment which is irrelevant to the recent acquired software according to Accounting standard.

Question Mr. Jerdpan Nittayayon, from Association of Service Business Promotion, asked the directors and executives whether the Company is interested in joining the anti-corruption project of CAC. There are currently 400-500 companies participating in such project. Mr. Jerdpan Wittayayon also inquired to the Meeting about the target of the income in each business of the Company, referred to the previous answer about the investment of each business.

Answer Mr. Somprot Sarakoses explained to the Meeting that the Company plans to join such project within this year. The Company has already started conducting Code of Practice Project and participating in CSR Projects.

Mr. Kawin Chalermroj explained to the Meeting about the overview of the real estate business that for some units which have not been transferred, the Company plan to do more marketing for those units to be able to close the project within this year. Such project has the remaining sale volume approximately Baht one hundred million. Moreover, for the project in Phang-nga, the Company will conduct the pre-sale within the fourth quarter of the year 2016.

Mr. Upakit Pachariyangkun explained to the Meeting about the overview of the energy business that the first phase of the project is going to be extended and the income, therefore, will be increased. Moreover, for the second phase after COD for 200 MWs project, we expect to gain profits for more than Baht 500,000,000 per year approximately.

Mr. Suwat Inmutto explained to the Meeting about the overview of the information technology business that Informatix plans to consistently generate monthly income by mainly engaging in the software business. Informatix also has a plan for international sector which is to cooperate with service providers in neighbouring countries in order to generate income to the Company.

Question Mr. Nopparat Sujaritjun, shareholder, inquired to the shareholders whether Mozer has any competitor.

Answer Mr. Suwat Inmutto explained to the Meeting that Mozer currently does not have any competitor in Thailand. While, there are 2-3 competitors worldwide which provide the same service at the same price. However, the application of Informatix contains more features. Therefore, AIS, as a service provider, expects to extend such service worldwide.

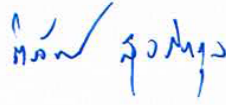
Question Ms. Patarasasi Pornprapa, a shareholder, inquired to the Meeting about a short-term plan, a medium-term plan and a long-term plan of the Company and when will the Company be able to realise profit and when shareholders will be able to receive dividends.

Answer Mr. Thiti Vejpas explained to the Meeting that income of this year should be equal to income in 2015. Comparing the year 2014 with 2015, income has a huge change i.e. the Company has income for an amount of approximately Baht one hundred million. For 6 MWs power plant business in this year, it should generate income for an amount of approximately Baht one hundred million. For real estate business, we expect to realise income for an amount of approximately Baht one hundred million. For information technology business, it is difficult to foresee since such business tends to have rapid change. However, we set the target for each business to generate the same proportion of income. Moreover, the Company tries to maintain liquidity but we expect that income of this year may approximately be Baht 300 million having real estate status in the second half of the year as a main factor and movement of the sale of software of Informatix. If such sale was retail, we will be able to quickly realise income. However, if the sale is made to private or government sector, the realisation of profit will depend on each project. The prominently business of the Company is energy business which has a huge and long-term project. Such project also needs to be followed up on the result of investment the long term which is normal for energy business.

Question Mr. Nakorn Wipusanawan, a proxy, inquired to the Meeting that which sector among 3 business sectors that the Company would like to focus on because each sector needs a different expertise and capital. Is there any business which the Company would like to focus in particular.

Answer Mr. Upakit Pachariyangkun explained to the Meeting that the Company will mostly focus on the energy business. The Company has an opportunity to start the project in Myanmar especially in the special economic zone, Dawei which is the first step to other projects. However, the real estate business of the Company is still in the process of changing the marketing strategy. In addition, the Company focuses on developing an operation in many aspects, including, good corporate governance which the Company has advisor for legal, accounting and internal control system.

No Shareholder raised other matters to the Meeting, the Chairman then thanked all shareholders for their attendance of this Meeting and declared the Meeting closed at 15.15 hours.



Sign _____ Chairman of the Meeting

(Tirawat Sucharitakul)

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 The Extraordinary General Meeting of Shareholders
no. 1/2016**

Shareholder or proxy can register by submitting the following documents to attend the Meeting from 08.30 hours on Friday 2 December 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 7.

หนังสือมอบฉันทะ แบบ ก.

Proxy Form A.

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)
(General and Simple Form)

(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 ยูไนเท็ด 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

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

2. มอบฉันทะให้กรรมการคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following Directors of the Company
 นายดิรวุฒิ สุจริตกุล Mr. Tirawat Sucharitakul หรือ/Or
 นายชุมพร พลรัักษ์ Mr. Chumporn Pholaruksa

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย
✓ ที่ 2. และเลือกกรรมการคนใด
คนหนึ่ง
If you make proxy by choosing No.
2, please mark ✓ at 2. and
choose one of these Directors.

(รายละเอียดประวัติกรรมการปรากฏตามสิ่งที่ส่งมาด้วย 7 ของหนังสือเชิญประชุมวิสามัญ
ผู้ถือหุ้นครั้งที่ 1/2559) (Details of Directors of the Company are specified in
Enclosure 7 of the Notice of the Extraordinary General Meeting of Shareholders
no. 1/2016)

ทั้งนี้ ในกรณีที่กรรมการผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการที่ไม่
สามารถเข้าประชุม

In this regard, in the case where any of such Directors is unable to attend the meeting, the other Director shall be appointed as
a proxy instead of the Director who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2559 ในวันที่ 2 ธันวาคม 2559
เวลา 10.00 น. ณ ห้องบอลรูม ชั้น 3 โรงแรมเดอะ แกรนด์ โฟร์วิงส์ คอนเวนชัน กรุงเทพมหานคร เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขต
บางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders no. 1/2016
on December 2, 2016 at 10.00 hrs. at Ballroom, 3rd floor, Grand Fourwings Convention Hotel Bangkok, 333 Srinakarin Road,
Bangkapi, Huamark, Bangkok 10240 or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือ
เสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our
voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/ Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signedผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น
ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

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

Name Mr. Tirawat Sucharitakul

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

Information of Independent Director as Proxy to attend the Meeting (Mr.Chumporn Pholaruksa)

Name Mr. Chumporn Pholaruksa

Age 66 years

National Thai



Education

- Master Degree of Public Administration, Chulalongkorn University
- Bachelor Degree of Laws (with Honours), Chulalongkorn University

Working Experience

Present

- Pensioner
- Independent Director and Chairman of the Audit Committee of United Power of Asia Public Company Limited

2002 – 2010

- Inspector General, The Ministry of the Interior
- Governor of Singburi Province
- Director of Community Development Department
- Governor of Tak Province
- Governor of Saraburi Province
- Magistrate (grade 10) of The Ministry of the Interior
- Deputy Director of the Department of Local Administration

Training and Visiting Experience both Domestic and Abroad

- Observe local administration work, England
- Undertake high level governor course
- Border Thailand – Myanmar committee
- Adviser to the Deputy Minister of Interior (1990)

Map of the Venue of the Extraordinary General Meeting of the shareholders no. 1/2016



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

ณ ห้องบอลรูม ชั้น 3 (Ballroom Floor 3)

เลขที่ 333 ถนนศรีนครินทร์ แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240

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