

No. 24/03-006

3 April 2024

Subject: Invitation to attend the 2024 Annual General Meeting of Shareholders

Attention: Shareholders of Utility Business Alliance Public Company Limited

- Enclosures:**
1. A copy of the Minutes of the 2023 Annual General Meeting of Shareholders
 2. Annual report for the year 2023 (Form 56-1 One Report) and the financial statement for the fiscal year ended on 31 December 2023
 3. Lists and profiles of candidates who are proposed for election as the Company's directors
 4. Articles of Association of the Company regarding the Meeting of Shareholders and voting
 5. Instruction on the meeting registration, proxy, and required documents for attending the meeting of shareholders
 6. The Procedure for attending the 2024 Annual General Meeting of Shareholders
 7. Proxy (Form A, Form B, and Form C)
 8. Profile of independent director for the appointment of a proxy
 9. Map of the meeting venue of the Annual General Meeting of Shareholders year 2024

The Board of Directors Meeting of Utility Business Alliance Public Company Limited (the "Company") passed the resolution to hold the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 09:00 a.m. at the Room 214, the Bangkok International Trade and Exhibition Centre, Bangna-Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok. The Company has listed the shareholders' names who are entitled to participate in the meeting of shareholders (Record date) on 14 March 2024 to consider matters according to the following agenda:

Agenda 1 Chairman's Report

Agenda 2 To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders

The Company prepared the Minutes of the 2023 Annual General Meeting of Shareholders of Utility Business Alliance Public Company Limited which was held on 20 April 2023, the details are shown in Enclosure No.1. The Board of Directors considered that it should be further proposed to the meeting of shareholders in order to consider and certify the aforementioned Minutes.

The Opinion of the Board The Board of Directors considered that the Minutes of the 2023 Annual General Meeting of Shareholders has been accurately recorded and it should be further proposed to the 2024 Annual General Meeting of Shareholders in order to consider and certify the aforementioned Minutes.

Remark The resolution on this agenda shall be approved by majority votes of shareholders or proxies attending and eligible to vote at the meeting.

Agenda 3 To consider and acknowledge the Company's operating results for the year 2023

The Company summarised its operating results and other alterations that happened during the year 2023 which are shown in the annual report for the year 2023 (Form 56-1 One Report), as per the details given in Enclosure No.2.

The Opinion of the Board The Board of Directors considered and acknowledged the operating results for the fiscal year ended on 31 December 2023 that it should be proposed to the 2024 Annual General Meeting of Shareholders for their acknowledgment of the Company's operating results for the year 2023.

Remark This agenda is only for acknowledgment; voting is not required.

Agenda 4 To consider and approve the financial statement of the Company for the fiscal year ended on 31 December 2023

To comply with Section 112 under the Public Limited Companies Act, B.E. 2535 (1992) (and its amendment) ("the Public Limited Companies Act") and the Company's Articles of Association Clause 39, the Board of Directors managed to prepare the financial statement for the year 2023 ended on 31 December 2023, which was audited and certified by the authorized auditor and was

validated by the Audit Committee as well as was approved by the Board of Directors, which is shown in Enclosure No.2. The summary details are as follows:

Unit: Million Baht	Consolidated Financial Statement	
	2022	2023
Total Assets	806,847,780.03	712,567,721.62
Total Liabilities	246,167,642.62	108,816,269.43
Revenue	664,058,011.81	532,054,275.11
Net profit (loss)	68,010,436.86	71,529,667.36
Net earnings (loss) per share (THB/share)	0.15	0.12

The Opinion of the Board The Board of Directors considered and unanimously resolved to propose the 2024 Annual General Meeting of Shareholders in order to consider and approve the financial statement of the Company for the fiscal year ended on 31 December 2023, which was audited and certified by the authorized auditor and was validated by the Audit Committee as well as was approved by the Board of Directors.

Remark The resolution on this agenda shall be approved by majority votes of shareholders or proxies attending and eligible to vote at the meeting.

Agenda 5 To consider and approve the election of directors in replacement of those retiring by rotation

Section 71 under the Public Limited Companies Act and Clause 17 of the Company's Articles of Association stipulate that one-third (1/3) of directors shall vacate office in the first and second year after the registration of the Company by drawing lots. In every subsequent year, directors who have been in office the longest shall vacate office. Directors vacating office may be re-elected.

In the 2024 Annual General Meeting of Shareholders, there are 3 out of 9 directors which equals one-third (1/3) of the directors who are due to retire by rotation as follows:

1. Mr. Vajraput Vajrabhaya Director / Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Member of Risk Management Committee
2. Mr. Pasan Swasdiburi Director
3. Mr. Kirk Leekasem Director

The 3 retiring directors have significant expertise and experience, as well as strong profiles and extensive visions. They have also been devoting time to the interests of the Company. Their qualifications are not prohibited by the Public Limited Companies Act, the Securities and Exchange Act B.E. 2535, and other related regulations. Moreover, the independent director also meets the requirements of being an independent director according to the regulations of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET).

The Board of Directors, therefore, found that it appropriate to propose to the 2024 Annual General Meeting of Shareholders for considering and re-appointing the aforementioned 3 directors retiring to be the directors of the Company for another term. The details of profiles and work experiences of candidates who are proposed for election as the Company's directors are shown in Enclosure No. 3, serving the shareholders together with the Invitation Letter.

In this regard, the Company informed shareholders to nominate any persons to be elected as directors via the Company's website from 14 November 2023 until 5 January 2024, and there were none of the persons to be nominated by shareholders to consider.

The Opinion of the Board The Board of Directors considered and unanimously resolved to propose the 2024 Annual General Meeting of Shareholders in order to consider and approve the election of retiring directors who are Mr. Vajraput Vajrabhaya, Mr. Pasan Swasdiburi, and Mr. Kirk Leekasem to be the directors of the Company for another term.

Remark The resolution on this agenda shall be approved by majority votes of shareholders or proxies attending and eligible to vote at the meeting.

Agenda 6 To consider and approve the remuneration of directors and the sub-committee members for the year 2024

Section 90 under the Public Limited Companies Act stipulates that the company shall not pay money or any other property to directors except payment as remuneration under the company's Articles of Association. Clause 22 of the Company's Articles of Association stipulates that the directors of the Company are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other forms of compensation as approved and resolved by a meeting of shareholders, with at least two-thirds (2/3) of the total votes of shareholders present at the meeting. The amount of the director's remuneration may be specified as a fixed amount or set as criteria, and may be set for a certain period or until the meeting of shareholders resolves to change it. In addition, the directors of the Company are entitled to receive allowances and other benefits as stipulated by the Company's regulations.

To determine the remuneration of directors and the sub-committee members for the year 2024, the Nomination and Remuneration Committee determined the remuneration for the directors and the sub-committee members taking into account the suitability of their duties and responsibilities and to be consistent with the overall performance of the Company. The details of the remuneration are as follows:

Position	Remuneration
<u>Meeting Allowance for the Board of Directors</u>	
- Chairman of the Board of Directors (THB/time)	7,000
- Member of Director (THB/person/time)	6,000
<u>Meeting Allowance for the Audit Committee</u>	
- Chairman of the Audit Committee (THB/time)	7,000
- Member of the Audit Committee (THB/person/time)	6,000
<u>Meeting Allowance for the Risk Management Committee</u>	
- Chairman of the Risk Management Committee (THB/time)	7,000
- Member of the Risk Management Committee (THB/person/time)	6,000

Position	Remuneration
<u>Meeting Allowance for the Nomination and Remuneration Committee</u>	
- Chairman of the Nomination and Remuneration Committee (THB/time)	7,000
- Member of the Nomination and Remuneration Committee (THB/person/ time)	6,000
<u>Remuneration of the Independent Directors</u>	
- Chairman of the Board of Directors (Independent Director) (THB/month)	21,000
- Director (Independent Director) (THB/person/month)	18,000

The Opinion of the Board The Board of Directors considered and unanimously resolved to propose the 2024 Annual General Meeting of Shareholders in order to consider and approve the remuneration of directors and the sub-committee members for the year 2024 as proposed by the Nomination and Remuneration Committee.

Remark The resolution on this agenda shall be approved by not less than two-thirds (2/3) of the total votes of shareholders or proxies attending and eligible to vote at the meeting.

Agenda 7 To consider and appoint the auditors and determine the remuneration of the auditors for the year 2024

Section 120 under the Public Limited Companies Act and Clause 36 of the Company's Articles of Association stipulate that in every annual general meeting of shareholders, the meeting must appoint an auditor and determine the amount of the remuneration of the auditors of the company. Therefore, the Audit Committee proposed to appoint auditors of SP Audit Company Limited to be the Company's auditor in order to audit the financial statement of the Company for the fiscal year 2024. The details of each auditor are as follows:

- | | |
|-----------------------------|-------------------------------------|
| 1) Ms. Susan Eiamvanicha | Auditor registration number 4306 or |
| 2) Mr. Suchart Panitcharoen | Auditor registration number 4475 or |
| 3) Ms. Wandee Eiamvanicha | Auditor registration number 8210 or |
| 4) Ms. Chuenta Chommern | Auditor registration number 7570 or |
| 5) Mr. Kiatisak Vanithanont | Auditor registration number 9922 |

The above auditors are qualified auditors who comply with the regulations of The Securities and Exchange Commission and The Stock Exchange of Thailand and have no relationship and/or conflict of interest with the Company, executives, major shareholders, or other related parties that affect their ability to perform their duties independently. In the case that the aforementioned auditors are unable to perform their duties, SP Audit Company Limited is entitled to appoint other auditors to perform as an auditor of the Company instead.

In addition, the Board of Directors deemed that it appropriate to determine the remuneration of the auditor for the year 2024 in the amount of THB 1,400,000. The Company has compared the remuneration with the market price and found it is reasonable, and in compliance with all criterias of The Securities and Exchange Commission and The Stock Exchange of Thailand.

The Opinion of the Board The Board of Directors considered and unanimously resolved to propose the 2024 Annual General Meeting of Shareholders in order to appoint the aforementioned auditors to be the Company's auditors to audit the financial statement of the Company for the fiscal year 2024 and determine the amount of the remuneration of the auditor in the amount of THB 1,400,000.

Remark The resolution on this agenda shall be approved by majority votes of shareholders or proxies attending and eligible to vote at the meeting.

Agenda 8 To consider and approve the allocation of profit as a reserved fund and dividend payment from results of the Company's operation for the year 2023

Section 116 under the Public Limited Companies Act and Clause 45 of the Company's Articles of Association stipulate that the company must allocate part of the annual net profit as a reserved fund in the amount not less than 5 percent of the annual net profit, less the sum of accumulated loss brought forward (if any), until the reserved fund amounts to not less than 10 percent of the registered capital.

At present, the Company's registered capital is THB 300,000,000 and the reserved fund before allocating is in the amount of THB 10,200,000 with an equal 3.40 percent of the registered capital of the Company. For the results of the Company's operation for the year 2023, the Company has a net profit of THB 71,529,667.36. Therefore, it is deemed appropriate to propose the 2024 Annual General Meeting of Shareholders consider and approve the allocation of profit from the Company's operation for the year 2023 to be the reserved fund in the amount of THB 3,800,000 with an equal 5.31 percent of the net profit according to the Company's financial statement for the fiscal year ended on 31 December 2023. After the allocation, the annual net profit to the reserved fund, the Company's reserve fund will be THB 14,000,000 with an equal of 4.67 percent of the registered capital.

Furthermore, the Company has a net profit for the fiscal year ended on 31 December 2023 after the deduction of corporate income tax in the amount of THB 71,529,667.36 with no accumulated loss. Therefore, it is deemed appropriate to propose the 2024 Annual General Meeting of Shareholders for approval of distributing dividends to the shareholders from the Company's operations for the fiscal year 2023 by cash dividend payment at a rate of THB 0.048 per share totaling 600,000,000 shares not exceeding a total of THB 28,800,000. The Record Date for the right to receive dividends is scheduled on 7 May 2024 and the dividend payment shall be made by 21 May 2024.

The Opinion of the Board The Board of Directors considered and unanimously resolved to propose the 2024 Annual General Meeting of Shareholders in order to approve the allocation of profit from the Company's operation for the year 2023 to be the reserved fund in the amount of THB 3,800,000 and to approve the distribution of dividends to the shareholders from the Company's operations for the fiscal year 2023 by cash dividend payment at a rate of THB 0.048 per share totaling 600,000,000 shares not exceeding a total of THB 28,800,000. The Record Date for the right to receive dividends is scheduled on 7 May 2024 and the dividend payment shall be made by 21 May 2024.

However, the granting of such rights by the Company is still uncertain since the Company has to wait for approval from the shareholders' meeting.

Remark

The resolution on this agenda shall be approved by majority votes of shareholders or proxies attending and eligible to vote at the meeting.

Agenda 9 To consider other matters (if any)

This agenda is set to allow shareholders to ask questions or provide suggestions to the Board of Directors, and for the Board of Directors to respond to any questions raised by the shareholders (if any).

The Company has listed the shareholders' names who are entitled to participate in the 2024 Annual General Meeting of Shareholders (Record date) on 14 March 2024. The Invitation Letter to the meeting of shareholders and the enclosures are available on the Company's website (www.uba.co.th). The Company cordially invites all shareholders to participate in the 2024 Annual General Meeting of Shareholders on 25 April 2024, at 09:00 a.m., at the Room 214, the Bangkok International Trade and Exhibition Centre, Bangna Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok. The map of the meeting venue is shown in Enclosure No.9.

In the case that the shareholders are unable to participate in the meeting on their own and wish to appoint a person to attend and vote at the meeting on behalf of the shareholders, please authorize that person by way of proxy forms either A or B. However, for the foreign shareholders who appoint custodians to vote on their behalf, please use the proxy form C. The proxies are detailed as shown in Enclosure No.7. In the case you wish to appoint an independent director as your proxy, you may use the proxy form B and appoint the following independent director as listed and detailed as shown in Enclosure No.8 to attend and vote at the meeting on your behalf. Please return the signed proxy form together with supporting documents as required in advance to the Company by 12 April 2024, by sending them to the Company's secretary at Utility Business Alliance Public Company Limited, no. 123 Vibhavadi Rangsit Road, Chom Phon Sub-district, Chatuchak District, Bangkok 10900.



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Please read the instructions on the meeting registration, proxy, required documents, and evidence to be presented on the meeting date and the procedures for attending the 2024 Annual General Meeting of Shareholders, the details of which are shown in Enclosure No.5 and Enclosure No.6. The Company will conduct the meeting according to the part of the shareholder's meeting of the Articles of Association as shown in Enclosure No.4. For the convenience of the registration of the shareholders' meeting, the Company will allow the shareholders and proxies to register which start at 8.00 a.m. onwards.

Please be informed and kindly attend the meeting on the date and at the time accordingly.

Yours sincerely,

Utility Business Alliance Public Company Limited

Mr. Somchat Sanghitkul

Chief Executive Officer

[English Translation]

MINUTES OF THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
UTILITY BUSINESS ALLIANCE PUBLIC COMPANY LIMITED

Date Time and Venue of the Meeting

Utility Business Alliance Public Company Limited (the “Company”) held the 2023 Annual General Meeting of Shareholders (the “Meeting”) on 20 April 2023 at 9.00 a.m. at the Conference Hall, 2nd floor, Room MR 217, Bangkok International Trade and Exhibition Centre, Bangna Trad Road, Bang Na Tai Sub-district, Bang Na District, Bangkok.

Directors in Attendance:

- | | |
|-------------------------------|--|
| 1. Mr. Chakporn Oonjitt | President of the Board of Directors / Independent Director / Audit Committee |
| 2. Mr. Vajraput Vajrabhaya | Director / Independent Director / Chairman of the Audit Committee |
| 3. Mr. Teeradej Tangpraputgul | Director / Independent Director / Audit Committee |
| 4. Mr. Polpat Karnasuta | Director |
| 5. Mr. Pasan Swasdiburi | Director |
| 6. Ms. Pakatip Lopandhsri | Director |
| 7. Ms. Orasa Vimolchalao | Director |
| 8. Mr. Kirk Leekasem | Director |
| 9. Mr. Somchat Sanghitkul | Chief Executive Officer / Director |

Directors Absent at the Meeting

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(9 directors were attending the Meeting, or equivalent to 100.00 percent of the members of the Board of Directors)

Auditors from SP Audit Company Limited

Ms. Susan Eiamvanicha

Legal Counsels from Pisut and Partners Company Limited

1. Mr. Nantawat Sirikoonyothin
2. Ms. Piyathida Srivararak
3. Ms. Kanokwan Changerd
4. Mr. Vachara Raweeworawong

Other Attendances

- Mr. Watchrapong Pattanapanichakul Company Secretary
Mrs. Napatsawan Wattanasirichaikul Financial & Accounting Department Manager
Mr. Kumpee Krampim Operation Manager

Commencement of the Meeting

Mr. Chakporn Oonjitt, the President of the Board of Directors acted as the Chairman of the Meeting (“the **Chairman**”). The Chairman greeted all shareholders and attendees to the 2023 Annual General Meeting of Shareholders of the Company. The Chairman entrusted Mr. Watchrapong Pattanapanichakul, the Company Secretary to be a moderator conducting the Meeting (the “**Secretary**”).

The Secretary informed the Meeting that at the commencement of the meeting, there were 36 shareholders attended in person, representing a total of 15,426,784 shares, and 4 proxies attended the Meeting representing a total of 430,002,200 shares. There were a total of 40 shareholders and proxies presented at the meeting, representing 445,428,984 shares, equal to 74.2382 percent of the total number of outstanding shares of the Company. Therefore, a quorum was established in accordance with the law and the Company's Articles of Association which is not less than 25 shareholders holding a total of not less than fifty percent of the outstanding shares are required to attend the meeting in person or by proxy.

The Chairman commenced the Meeting and the Secretary was assigned for explaining the details of the Meeting and voting procedures. The Meeting was informed as follows of the voting procedures, vote counting, and notification of voting results:

1) Votes for Approval of the Resolutions on each Agenda

According to Clause 35 of the Articles of Association of the Company, each shareholder shall have votes in the amount equal to the number of shares held by it in one vote per share. In case of an equality of votes, the Chairman shall have a casting vote.

- Agendas 1 and 3 are only for acknowledgement; therefore, voting is not required.
- Agendas 2, 4, 5, 7, and 8 must be passed by the majority votes of shareholders and proxies attending the Meeting and eligible to vote.
- Agenda 6 must be passed by more than two-thirds (2/3) votes of shareholders and proxies attending the meeting and eligible to vote.
- Agenda 9, considering other matters (if any), was set up for shareholders to ask inquiries or give opinions to the Board of Directors and asked the Board of Directors to clarify and answer inquiries from shareholders.

2) Voting

The president will notify shareholders to vote upon completion of each agenda. Shareholders have the option to vote either "Agree," "Disagree," or "Abstain."

Shareholders in attendance at the meeting in person: Voting rights will be restricted to shareholders who register prior to the meeting. By voting, shareholders must hand over their ballots to staff prior to the close of voting for each agenda. It will be considered a "Approve" vote if shareholders do not hand in ballots.

Proxy attending the meeting: If a grantor does not specify their intention to vote on each agenda on a proxy form, a proxy can use the ballots and vote on behalf of a shareholder as if a shareholder were present at the Meeting. If a grantor specifies the intention to vote for all agendas in advance on a proxy, the Company will count ballots according to the proxy form provided to the Company's staff at the registration of the Meeting

3) Votes Counting

- The votes for each agenda will be counted based on the number of shareholders or proxies present at the meeting for that agenda, which may vary from agenda to agenda. As some shareholders may register after the commencement of the meeting.

- Counting "Agree" votes in each agenda will be counted by deducting the number of "Disagree" votes from the total number of attendees' votes.
- In the event that shareholders do not hand in ballots, those votes will be regarded as "Agree" votes. For the convenience of counting votes, the Company will collect ballots of those who vote "Disagree" or "Abstain" only.
- In the following instances, ballots will be deemed invalid:
 1. A blank ballot does not indicate that a vote is cast.
 2. Voting ballots for multiple voting types, such as voting Agree and Disagree for the same agenda.
 3. A ballot is crossed out without a shareholder's signature.
- If the shareholder's vote is deemed invalid based on the criteria set forth by the Company, such voting is invalid. However, such ballots will also be calculated as the basis for counting votes, whereas "Abstain" votes will not be counted.

4) Notification of Voting Result

For the purpose of conciseness, after each agenda is voted, the Secretary will promptly continue on to the next agenda and announce results of voting at the end of the following agenda. For the agenda to approve the election of directors, the vote results of all directors will be announced at the same time when all votes are counted.

Agenda 1 Chairman's Report

The Chairman informed the Meeting to acknowledge that Utility Business Alliance Public Company Limited was listed on the Market for Alternative Investment (MAI) on 7 December 2022, with a registered capital of THB 300,000,000. This Annual General Meeting of Shareholders was the first shareholders' meeting of the Company after being listed on the Stock Exchange of Thailand. Therefore, the Chairman desires to inform all shareholders to acknowledge.

The Chairman allowed the Meeting to ask inquiries or express opinions about this agenda.

There were questions from shareholders as follows:

Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired regarding the reasons why the Company is listed in the Market for Alternative Investment (MAI) with a registered capital of THB 300,000,000 and whether or not the registered capital is a fully paid-up capital.

Mr. Somchat Sanghitkul, the Chief Executive Officer, informed the Meeting that the registered capital of THB 300,000,000 was a fully paid-up capital. Moreover, the Company has all qualifications to be listed on the Stock Exchange of Thailand (SET), but the Company has not listed on the Stock Exchange of Thailand (SET) because the Company's operations resemble numerous large companies listed on the Stock Exchange of Thailand (SET), it may lead investors to compare the company to other listed companies.

Remark: This agenda is only for acknowledgement; therefore, voting is not required.

Agenda 2 To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders

The Chairman informed the Meeting that the Minutes of the 2022 Annual General Meeting of Shareholders which was held on 14 March 2022 were recorded and prepared correctly. Therefore, it was deemed appropriate to certify the minutes of the 2022 Annual General Meeting of Shareholders which was provided to shareholders along with the invitation letter for consideration.

The Chairman allowed the Meeting to ask inquiries or express opinions about this agenda. There were questions from shareholders as follows:

(1) Mr. Piyapong Prasatthong, a shareholder attending the meeting in person, inquired whether or not the minutes of the 2022 Annual General Meeting of Shareholders was prepared while the Company is a limited company that has not yet been converted to a public limited company.

The Secretary informed the Meeting that the minutes of the 2022 Annual General Meeting of Shareholders was prepared while the Company was a limited company that has not yet been converted to a public limited company.

(2) Mr. Piyapong Prasatthong, a shareholder attending the meeting in person, inquired whether or not the minutes of the 2022 Annual General Meeting of Shareholders was legally

submitted to the Department of Business Development, the Ministry of Commerce in accordance with the Civil and Commercial Code.

The Secretary informed the Meeting that the minutes of the 2022 Annual General Meeting of Shareholders was legally sent to the Department of Business Development, Ministry of Commerce.

- (3) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired regarding the minutes of the 2022 Annual General Meeting of Shareholders whether the Company had previously held an Extraordinary General Meeting of shareholders or not and what is the reason that the Company did not certify the minutes of the 2022 Annual General Meeting of Shareholders in the Extraordinary General Meeting of Shareholders?

Mr. Nantawat Sirikoonyothin, a legal counsel of the Company, informed the Meeting that the Company has held the 2022 Annual General Meeting of Shareholders in order to propose the Meeting to resolve the conversion to a public limited company and the Company proceed to register with the Department of Business Development, the Ministry of Commerce already. Although the Company held an Extraordinary General Meeting of Shareholders after the conversion, to proceed according to the practice, the certification of the minutes of the General Meeting of shareholders must be approved by the resolution of the General Meeting of shareholders in the next year which must be approved at this 2023 Annual General Meeting of Shareholders.

In this agenda, 6 more shareholders attended the meeting, totaling 4,090 shares, so there were 46 shareholders attending the meeting in person and by proxy, totaling 445,433,074 shares. This Agenda requires approval by the majority votes of the total votes of shareholders and proxies attending the Meeting and eligible to vote.

Resolution Upon due consideration, the Meeting resolved to certify the minutes of the 2022 Annual General Meeting of Shareholders by the unanimous votes of the shareholders and proxies attending the meeting and casting their votes as follows:

Agreed:	445,433,074	votes	Equivalent to the percentage of	100.00
Disagreed:	-	votes	Equivalent to the percentage of	0.00
Abstained:	-	votes	Equivalent to the percentage of	0.00
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	445,433,074	votes	Equivalent to the percentage of	100.00

Agenda 3 To acknowledge the Company's operating results for the year 2022

The Chairman asked Mr. Somchat Sanghitkul, the Chief Executive Officer, to present details and information regarding the Company's operating results for the year 2022 to the Meeting. Mr. Somchat Sanghitkul, therefore, reported the operating results of the Company for the year 2022 to the Meeting which appeared in the Annual Report of the year 2022 (56-1 One Report), which was provided to shareholders along with the invitation letter for consideration.

The Chairman allowed the Meeting to ask inquiries or express opinions about this agenda. There were questions from shareholders as follows:

- (1) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired regarding the Company's business operation.

Mr. Somchat Sanghitkul, the Chief Executive Officer, informed the meeting that the type of the Company's business operations which provides services can be divided into 2 types as follows:

- 1. Providing engineering service and equipment procurement such as design, construction, machine installation, etc.
- 2. Providing Operation and Maintenance services.

Both types of services are altogether 3 parts of services:

- 1. Wastewater treatment system
- 2. Drainage tunnel system
- 3. Water system or water supply

Trends in the business operations of the Company are mainly wastewater treatment systems. By comparing to the wastewater treatment system of other countries, it was found that the average wastewater treatment was about 90 percent, but Thailand had only 27 percent of the wastewater treatment system, which the wastewater treatment business has grown a lot at present. Including drainage tunnel system which is a part of helping to solve the flooding problem and current the Company is a service provider

- (2) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquire regarding the Company's drainage tunnel, whether it is a water resting point before draining or not.

Mr Somchat Sanghitkul, the Chief Executive Officer, informed the Meeting that the drainage tunnel is not a water retention area, but rather a drainage system designed to reduce flooding. As when it rains in the area where drainage systems are completely constructed, the water level in the canal is lower which can decrease the problem of flooding. Nowadays, Bangkok is being constructed many drainage systems in the future

- (3) Mr. Wiwat Koosakul, a proxy empowered by a shareholder expressed his opinion that foreign countries have wastewater treatment systems and carbon credit systems. Therefore, it is recommended that the Company should implement the carbon credit system as well.

Remark: This agenda is only for acknowledgement; therefore, voting is not required.

Agenda 4 To consider and approve the financial statements for the fiscal year ended 31 December 2022

The Chairman informed the Meeting that to comply with Section 112 under the Public Limited Companies Act, B.E. 2535 (1992) (and its amendment) (“the Public Limited Companies Act”) and the Company’s Articles of Association Clause 39, the Board of Directors prepared the financial statement for the year 2022 ended 31 December 2022, which was audited and certified by an authorized auditor and was validated by the Audit Committee as well as was approved by the Board of Directors, which was provided to shareholders along with the invitation letter for consideration.

The Chairman assigned Mr. Somchat Sanghitkul, the Chief Executive Officer to inform the Meeting regarding the financial statement for the fiscal year ended 31 December 2022, the summary details are as follows:

Unit: Baht	Financial Statement	
	2022	2021
Total Assets	806,847,780.03	550,123,767.02
Total Liabilities	246,167,642.62	306,918,471.23
Revenue	664,058,011.81	533,590,569.39
Net profit (loss)	68,010,436.86	52,350,549.72
Net earnings (loss) per share (Bath/share)	0.15	0.45

Details	Financial Statement		Changes (%)
	2022	2021	
Cash and cash equivalents	328,118,280.84	22,934,152.48	1,330.70
Trade and other receivables	156,176,237.63	247,651,426.09	(36.94)
Trade and other receivables-related businesses	75,812,867.00	1,784,271.00	4,148.95
Land, buildings, and equipment	14,473,489.64	11,077,760.62	30.65
Total assets	806,847,780.03	550,123,767.02	46.67
Total liabilities	246,167,642.62	306,918,471.23	(19.79)
Equity of shareholders	560,680,137.41	243,205,295.79	130.54
Total Liabilities and Equity of Shareholders	806,847,780.03	550,123,767.02	46.67

The Chairman allowed the Meeting to ask inquiries or express opinions about this agenda. There were questions from shareholders as follows:

- (1) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired regarding the leverage ratio of the Company and the premium value of the IPO whether or not the money

was allocated as a legal reserve at 10 percent. How much is the profit and dividend payment?

Mrs. Napatsawan Wattanasirichaikul, a Finance and Accounting Department Manager, informed the Meeting that the Company has the D/E ratio approximately of 0.42, obtained from the IPO for approximately THB 270,000,000, the share premium value of THB 196,000,000, the legal reserve of THB 10,200,000, the approximated profit of THB 68,000,000, and approximate dividend payment of THB 27,000,000.

- (2) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, suggested the Meeting that the excess profits should be rounded off as a legal reserve in order to benefit to the Company that does not have to set aside legal reserves again in the next year and the Company should bring the profits from the next year's performance allocated as dividends to shareholders in order to give benefits to the shareholders.
- (3) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired which company is the major shareholder of Utility Business Alliance Public Company Limited and portion of share that are held. In addition, the financial statement of the Company needs to be consolidated with major shareholder company or not?

Mr. Somchat Sanghitkul, the Chief Executive Officer, informed the Meeting that Utility Business Alliance Public Company Limited has Nawarat Patanakarn Public Company Limited and SiamEast Solutions Public Company Limited as major shareholders of the Company. Nawarat Patanakarn Public Company Limited holds 43 percent of shares and SiamEast Solutions Public Company Limited holds 28.67 percent of shares. Nawarat Patanakarn Public Company Limited brought the statement of the Utility Business Alliance Public Company Limited to consolidate with its company.

The Chairman asked the Meeting to consider and resolve to approve this agenda. In this agenda, 4 more shareholders attended the meeting, totaling 468 shares, so there were 50 shareholders attending the meeting in person and by proxy, totaling 445,433,542 shares.

This Agenda requires approval by the majority votes of the total votes of shareholders and proxies attending the Meeting and eligible to vote.

Resolution Upon due consideration, the Meeting resolved to approve the financial statements for the fiscal year ended 31 December 2022 by the majority votes of the shareholders and proxies attending the meeting and casting their votes as follows:

Agreed:	445,431,042	votes	Equivalent to the percentage of	99.9994
Disagreed:	2,500	votes	Equivalent to the percentage of	0.0006
Abstained:	-	votes	Equivalent to the percentage of	0.00
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	445,433,542	votes	Equivalent to the percentage of	100.00

Agenda 5 To consider and approve the election of directors in replacement of those retiring by rotation

The Chairman, as the Chairman of the Nomination and Remuneration Committee explained this agenda to the Meeting, then the Chairman informed the Meeting that according to Section 71 under the Public Limited Companies Act and Clause 17 of the Company's Articles of Association stipulate that one-third (1/3) of directors shall vacate office in the first and second year after the registration of the Company by drawing lots. In every subsequent year, directors who have been in office the longest shall vacate office. Directors vacating office may be re-elected.

In the 2023 Annual General Meeting of Shareholders, there are 3 out of 9 directors which equal one-third (1/3) of the directors who are due to retire by rotation as follows:

1. Mr. Chakporn Oonjitt President of the Board of Directors / Independent Director /
Audit Committee
2. Mr. Polpat Karnasuta Director
3. Ms. Orasa Vimolchalao Director

The Nomination and Remuneration committee has an opinion that the 3 retiring directors have significant expertise and experience, as well as strong profiles and extensive visions. They have also been devoting time to the interests of the Company. Their qualifications are not prohibited by the Public Limited Companies Act, the Securities and Exchange Act B.E. 2535, and other related regulations. Moreover, the independent director also meets the requirements

of being an independent director according to the regulation of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET). Hence, the committee proposes to the meeting in order to consider the re-appointment of the 3 directors retiring by rotation to be the directors of the Company for another term.

The details of the profiles and experience of directors who are nominated for re-election to be directors for another term were circulated to the shareholders together with the Invitation Letter prior to this Meeting. Moreover, the Company informed shareholders to nominate persons to be elected as directors from 9 February 2023 until 20 February 2023, and there was no shareholder to nominate any person to be considered. Therefore, it was proposed to the Meeting for considering and re-appointing the 3 retired directors as the directors of the Company for another term.

The Chairman allowed the Meeting to ask inquiries or express opinions about this agenda. There were questions from shareholders as follows:

- (1) Mr. Thanapoom Dejtewandamrong, a shareholder attending the meeting in person, inquired regarding the vision of the 3 directors in the operation of the Company.

Mr. Polpat Karnasuta, a director of the Company informed the Meeting that he served as the Chief Executive Officer of Nawarat Patanakarn Public Company Limited and had more than 40 years of experience in the construction business. He was one of the founders of Utility Business Alliance Public Company Limited.

Ms. Orasa Vimolchalao, a director of the Company, informed the Meeting that she served as the Chairman of the Executive Committee, the Chief Executive Officer, and the director of SiamEast Solutions Public Company Limited and was one of the founders of the Utility Business Alliance Public Company Limited as well. Moreover, she said that the water business is trendy all over the world; therefore, the Company considers that the Company has chosen to invest in the appropriate type of business. The Company entering in the stock market of Thailand because the Company wants everyone to participate in saving the world.

Mr. Chakporn Oonjitt, the Chairman of the Board of Directors, informed the Meeting that he used to work in government section and was a civil servant as a director of the Construction Institute of Thailand. He became an independent director of the Company because when he served at the Ministry of Industry, he has done a project about the Green Industry; therefore, he considered that Thailand should develop this system. When the Company invited him to work for the Company, he then consulted with the Company's team and considered that they had visions in the same direction, so he decided to join the Company.

(2) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired regarding the Company's Articles of Association whether the number of directors is fixed or not.

Mr. Somchat Sanghitkul, the Chief Executive Officer, assigned Mr. Nantawat Sirikoonyothin, a legal counsel of the Company to explain this agenda to the Meeting. Mr. Nantawat Sirikoonyothin informed the meeting that the Company's Articles of Association required that the Board of Directors consist of at least 5 directors but did not specify the maximum number of directors.

In this agenda, another shareholder attended the meeting, totaling 73 shares, so there were 51 shareholders attending the meeting in person and by proxy, totaling 445,433,615 shares.

This Agenda requires approval by the majority votes of the total votes of shareholders and proxies attending the Meeting and eligible to vote.

Resolution Upon due consideration, the Meeting resolved to approve the re-appointment of the directors retiring by rotation to be the directors of the Company for another term by the majority votes of the shareholders and proxies attending the Meeting and casting their votes as follows:

5.1 Mr. Chakporn Oonjitt

Agreed:	445,031,115	votes	Equivalent to the percentage of	99.9994
Disagreed:	-	votes	Equivalent to the percentage of	0.00
Abstained:	2,500	votes	Equivalent to the percentage of	0.0006
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	445,033,615	votes	Equivalent to the percentage of	100.00

5.2 Mr. Polpat Karnasuta

Agreed:	443,431,115	votes	Equivalent to the percentage of	99.9994
Disagreed:	-	votes	Equivalent to the percentage of	0.00
Abstained:	2,500	votes	Equivalent to the percentage of	0.0006
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	443,433,615	votes	Equivalent to the percentage of	100.00

5.3 Ms. Orasa Vimolchalao

Agreed:	440,629,537	votes	Equivalent to the percentage of	99.9994
Disagreed:	-	votes	Equivalent to the percentage of	0.00
Abstained:	2,500	votes	Equivalent to the percentage of	0.0006
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	440,632,037	votes	Equivalent to the percentage of	100.00

Agenda 6 To consider and approve the remuneration of directors and the sub-committee members for the year 2023

The Chairman assigned the Secretary to explain this agenda to the Meeting, then the Secretary informed the Meeting that according to Section 90 under the Public Limited Companies Act stipulates that the company shall not pay money or any other property to directors except payment as remuneration under the company's Articles of Association. Clause 22 of the Company's Articles of Association stipulates that the directors of the Company are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other forms of compensation as approved and resolved by a meeting of shareholders, with at least two-thirds (2/3) of the total votes of shareholders present at the meeting. The amount of the director's remuneration may be specified as a fixed amount or set as criteria and may be set for a certain period or until the meeting of shareholders resolves to change it. In addition, the directors of the Company are entitled to receive allowances and other benefits as stipulated by the Company's regulations.

To determine the remuneration of directors and the sub-committee members for the year 2023, the Nomination and Remuneration Committee determined the remuneration for the directors and the sub-committees members taking into account the suitability of their duties and responsibilities. Therefore, it was proposed to the Meeting to resolve the remuneration and meeting allowance of directors and sub-committees for the year 2023 as follows:

Position	Remuneration
<u>Meeting Allowance for the Board of Directors</u>	
- President of the Board of Directors (THB/time)	6,000
- Member of Director (THB /person/time)	5,000
<u>Meeting Allowance for the Audit Committee</u>	
- Chairman of the Audit Committee (THB/time)	6,000
- Member of the Audit Committee (THB /person/time)	5,000
<u>Meeting Allowance for the Risk Management Committee</u>	
- Chairman of the Risk Management Committee (THB/time)	6,000
- Member of the Risk Management Committee (THB /person/time)	5,000
<u>Meeting Allowance for the Nomination and Remuneration Committee</u>	
- Chairman of the Nomination and Remuneration Committee (THB /time)	6,000
- Member of the Nomination and Remuneration Committee (THB /person/ time)	5,000
<u>Remuneration of the Independent Directors</u>	
- Chairman of the Board of Directors (Independent Director) (THB/month)	18,000
- Director (Independent Director) (THB /person/month)	15,000

In this regard, Mr. Somchat Sanghitkul indicates that he desires to waive the right to receive the meeting allowance for the Nomination and Remuneration Committee and the Risk Management Committee for the year 2023.

The Chairman allowed the Meeting to ask inquiries or express opinions about this agenda. There were questions from shareholders as follows:

- (1) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, suggested the Meeting regarding the determination of remuneration in the highest criteria which the Company should determine to be consistent with other public companies such as setting bonuses in the specified amount, such as special remuneration or bonuses not more than 0.5 percent of total dividends paid to the shareholders and not more than THB 3,000,000 per person.
- (2) Mr. Thanapoom Dejtewandamrong, a shareholder attending the meeting in person, expressed his opinion to the Meeting regarding the criteria for determining remuneration for directors and sub-committee members for the year 2023 that the meeting allowance was too low.
- (3) Mr. Chayapol Prasertkamolchai, a shareholder attending the meeting in person, express his opinion to the Meeting regarding the remuneration table for directors and sub-committee members for the year 2023 that there was still unclear because the meeting allowance per month has not yet been determined.

Mr. Somchat Sanghitkul, the Chief Executive Officer, informed the meeting that the Company has fixed remuneration for the Chairman of the Board of Directors who holds the position of an independent director, the salary rate of THB 18,000 per month and the remuneration of the directors who are independent directors for another 2 persons have salary rate of THB 15,000 per month. However, other directors apart from 3 persons do not have salary as directors. Therefore, the remuneration table of directors and sub-committee members for the year 2023 proposed to the shareholders for approval is already clear.

The Chairman informed the Meeting that this agenda must be passed by more than two-thirds (2/3) of the voting rights of shareholders attending the meeting and eligible to vote.

Resolution Upon due consideration, the Meeting resolved to approve the remuneration of directors and sub-committee members for the year 2023 by the unanimous votes of the shareholders and proxies attending the meeting and casting their votes as follows:

Agreed:	445,433,615	votes	Equivalent to the percentage of	100.00
Disagreed:	-	votes	Equivalent to the percentage of	0.00
Abstained:	-	votes	Equivalent to the percentage of	0.00
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	445,433,615	votes	Equivalent to the percentage of	100.00

Agenda 7 To consider and approve the appointment of the auditors and auditor’s remuneration for the year 2023

The Chairman assigned Mr. Vajraput Vajrabhaya, the Chairman of the Audit Committee to explain this agenda to the Meeting, then Mr. Vajraput Vajrabhaya informed the Meeting that to comply with Section 120 under the Public Limited Companies Act and Clause 36 of the Company’s Articles of Association which stipulate that in every annual general meeting of shareholders, the meeting must appoint the auditors and determine the remuneration of the auditor of the company. The Company, therefore, has criteria for considering the selection and appointment of auditors as follows:

1. Knowledge, competence, and experience of auditors;
2. Availability of personnel and experience of auditors and the previous performance;
3. Reasonableness of the proposed audit fee compared with the amount of work and the rate of the audit fee of other listed companies at the same level as the Company;
4. Independence of auditors, without being an important person and/or having interests in the Company, its executives, major shareholders, or being a person related to such persons.
5. Audit quality control.

In this regard, the Company has considered the qualifications of auditors. The Audit Committee has proposed the appointment of SP Audit Company Limited as the Company’s auditor for the year 2023 and appoint the person to be the Company’s auditor in order to audit and express opinions on the Company’s financial statements for the year 2023, the Meeting was therefore proposed to consider and approve the appointment of the auditors as follows:

- | | |
|-----------------------------|--------------------------------------|
| 1. Ms. Susan Eiamvanicha | Auditor registration number 4306; or |
| 2. Mr. Suchart Panitcharoen | Auditor registration number 4475; or |
| 3. Ms. Wandee Eiamvanicha | Auditor registration number 8210; or |
| 4. Ms. Chuenta Chommern | Auditor registration number 7570; or |
| 5. Mr. Kiatisak Vanithanont | Auditor registration number 9922 |

The aforementioned auditors have never been auditors of the Company. Additionally, SP Audit Company Limited is qualified with the Securities Exchange of Thailand. In the case where the proposed auditors are unable to perform a duty, SP Audit Company Limited is responsible for appointing other auditors of SP Audit Company Limited for being auditors of the Company.

In addition, it was proposed the Meeting to approve the auditor's remuneration for the year 2023 with a total amount of THB 1,400,000 per year.

The Chairman allowed the Meeting to ask inquiries or express opinions about this agenda. There were questions from shareholders as follows:

- (1) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired regarding the auditor's remuneration of the Company for the year 2023, which was appointed at the amount of THB 1,400,000 per year, whether it includes the review expense of the quarterly financial statements or not. Does the company have any other affiliates? Will there be a separate auditor's remuneration and the expense of reviewing the quarterly financial statements of the affiliates or not?

Mrs. Napatsawan Wattanasirichaikul, the Finance and Accounting Department Manager, informed the Meeting that the remuneration of the Company's auditors for the year 2023 in the amount of THB 1,400,000 per year includes the quarterly review of the Company's financial statements. The reviewing quarterly financial statements is in the amount of THB 220,000 per quarter and the Company has no affiliates.

- (2) Mr. Chayapol Prasertkamolchai, a shareholder attending the meeting in person, inquired regarding using the services of SP Audit Company Limited, how many consecutive years

has SP Audit Company Limited provided service to the Company? Does the company have a plan to change to other audit firms that offer auditors' remuneration at a lower price than the current firms? Mr. Chayapol Prasertkamolchai also had an opinion that using the same firm to audit the financial statements of the Company may be deemed as a monopoly.

Mrs. Napatsawan Wattanasirichaikul , the Finance and Accounting Department Manager, informed the Meeting that the Company SP Audit Company Limited provided service to the Company for 5 years. Currently, it is the 5th year. Moreover, the Company has compared with the auditor's remuneration with others and found that SP Audit Company Limited had lowest price

- (3) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, suggested that the Company should arrange vacation leave for its employees or switch positions for newly hired employees to inspect their work for greater transparency.

Resolution Upon due consideration, the Meeting resolved to approve the appointment of the auditor and auditor's remuneration for the year 2023 by the unanimous votes of the shareholders and proxies attending the meeting and casting their votes as follows:

Agreed:	445,433,615	votes	Equivalent to the percentage of	100.00
Disagreed:	-	votes	Equivalent to the percentage of	0.00
Abstained:	-	votes	Equivalent to the percentage of	0.00
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	445,433,615	votes	Equivalent to the percentage of	100.00

Agenda 8 To consider and approve the allocation of profit as a legal reserved and dividend payment from the results of the Company's operation for the year 2022

The Chairman assigned the Secretary to explain this agenda to the Meeting, the Secretary informed the Meeting that according to Section 116 under the Public Limited Companies Act and Clause 45 of the Company's Articles of Association which stipulate that the Company must allocate part of the annual net profit as a legal reserved in the amount not less than 5 percent

of the annual net profit, less the sum of accumulated loss brought forward (if any) until the legal reserved amounts having not less than 10 percent of the registered capital. Therefore, it was deemed appropriate to propose the Meeting to resolve the allocation of profit as a legal reserve and dividend payment from the results of the Company's operation for the year 2022

The Allocation of Profit as a Legal Reserve

It was deemed appropriate to propose the Meeting to consider and approve the allocation of profits from the Company's operating results for the fiscal year ended 31 December 2022 as legal reserves in the total amount of THB 3,500,000. After the allocation of profits, such amount is a legal reserve, which is equivalent to 5.15 percent of the net profit according to the Company's financial statements, the Company will have legal reserves in the amount of THB 10,200,000, representing 3.4 percent of the registered capital.

Distribution of Dividends Payment

It was deemed appropriate to propose the Meeting to consider and approve the dividend payment from the Company's operating results for the fiscal year ended 31 December 2022, in the form of cash dividend payment at the rate of THB 0.0459 per share, in the amount of 600,000,000 shares, not exceeding THB 27,540,000, the dividend payment rate is 40.49 which meet dividend payment policy that is not less than 30 percent of net profit after deducting tax from separate financial statements and after deducting various reserves of all types as specified by law each year. In addition, the Record Date for the right to receive dividends is scheduled on 26 April 2023 and the dividend payment shall be made by 15 May 2023.

The Chairman allowed the meeting to ask inquiries or express opinions about this agenda. There were questions from shareholders as follows:

- (1) Mr. Wiwat Koosakul, a proxy empowered by a shareholder, inquired regarding the allocation of legal reserve whether if next year, the Company has more profit, the allocation of the legal reserve should be allocated in full amount in order not to encounter limitations in managing money next time and he would like to know the reason for determining the share value at THB 0.5 per share. Mr. Wiwat Koosakul also had the opinion that stock dividends should not be paid because if stock dividends are issued, the par value of THB 1 must be issued. Does the Company's Articles of

Association stipulate that the dividend payment should pay in which amount of the annual net profit?

Mr. Somchat Sanghitkul, the Chief Executive Officer, informed the Meeting that the Company's Articles of Association stipulates that the dividend payment is not less than 30 percent of the annual net profit after deducting tax from separate financial statements and after deducting various reserves of all types as specified by law each year.

- (2) Mr. Kittiyos Arpakiatiwong, a shareholder attending the meeting in person, inquired that after the Company issued the IPO shares, did the Company allocate the money received for the IPO according to the objectives specified at the time of the IPO? How much of the allocation of the money to pay the debt? Does the Company have to issue debentures?

Mr. Somchat Sanghitkul, the Chief Executive Officer, informed the Meeting that the Company has taken certain actions to proceed in accordance with the objectives indicated at the time of the IPO. The company has registered on 7 December 2022 and the plans have been implementing in 2023 which determines the allocation period of 2 years for a total of 5 parts as follows:

1. Improve the information system, not more than THB 20,000,000;
2. Research and development work, not more than THB 5,000,000;
3. Purchase and modify machines, not more than THB 10,000,000;
4. Repayment for loans from financial institutions, not exceeding THB 100,000,000;
5. Using as working capital in the Company.

- (3) Mr. Kittiyos Arpakiatiwong, a shareholder attended the meeting in person, inquired regarding the loans from financial institutions in the amount of not more than THB 100,000,000, is it the portion that has been specified in excess of the outstanding loan amount from financial institutions or not? After entering the IPO, the Company still has

not paid the loan debt to the financial institution? or the company has no debt with financial institutions by THB 100,000,000.

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the Meeting that the amount specified by the company of 100,000,000 baht is the amount that the company plans to repay loans from financial institutions which the Company has borrowed money before the IPO, the amount is sufficient to cover the existing loan debt of the Company.

- (4) If the Company has better operating results, Does the company plan to move from MAI to SET?

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the Meeting that the plan that the Company will move from MAI to SET is still a plan in the future. However, at present, the Company wants to continue to have stability. If there is a move to SET, the Company will be planned and clarified again.

- (5) Mr. Wiwat Koosakul, a proxy of the shareholder, suggested that if the company is profitable enough to a certain extent, the Company should set aside 10 percent as a legal reserve and distribute dividends to shareholders. The remainder from profit allocation is reserve fund and dividend payment. The Company may use the profits from the operation to make other investments.

- (6) Mr. Chayapol Prasertkamolchai, a shareholder attending the meeting in person, inquired whether the Company has a plan in the future to issue capital increase shares for private placement (Private Placement) or allocate shares to employees in the Company (ESOP) or not. Could it cause any impact on the shareholders?

Mr. Watchrapong Pattanapanichkul, Company Secretary, informed to the Meeting that the Company has no plans to issue capital increase shares for private placement (Private Placement) or allocate shares to employees in the company (ESOP). If there is any, the Company will inform the shareholders later.

In this agenda, 2 more shareholders attended the meeting, totaling 532 shares, so there were 53 shareholders attending the meeting in person and by proxy, totaling 445,434,147 shares.

The Chairman proposed the Meeting to resolve this agenda, which requires approval by the majority votes of the total votes of shareholders and proxies attending the Meeting and eligible to vote.

Resolution Upon due consideration, the Meeting has considered and resolved to approve the allocation of profits from the Company's operating results for the fiscal year ended 31 December 2022 as legal reserves. The total amount is THB 3,500,000 and the dividend payment is approved in the form of cash at the rate of THB 0.0459 per share, in the amount of 600,000,000 shares, in the total amount not exceeding THB 27,540,000, paid to the Company's shareholders whose names appear in the shareholder register on the record date of the shareholders who are entitled to receive the dividends on 26 April 2023 and dividend payment scheduled on 15 May 2023.

The Meeting resolved to approve by the unanimous votes of the shareholders and proxies attending the meeting and eligible to vote as follows:

Agreed:	445,434,147	votes	Equivalent to the percentage of	100.00
Disagreed:	-	votes	Equivalent to the percentage of	0.00
Abstained:	-	votes	Equivalent to the percentage of	0.0006
Voided:	-	votes	Equivalent to the percentage of	0.00
Total	445,434,147	votes	Equivalent to the percentage of	100.00

Agenda 9 To consider other matters (if any)

The chairman gave the meeting an opportunity to make suggestions or ask inquiries other than those specified in the meeting Invitation Letter. There were shareholders asking questions as follows:

- (1) Mr. Chayaphol Prasertkamolchai, a shareholder attending the meeting in person, inquired that since the Company was a subsidiary of the Nawarat Patanakarn Public

Company Limited, the Company mainly accepts work by itself or accepts work through Nawarat Patanakarn Public Company Limited, what type of business is it?

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the meeting that the Company accepts work by itself without depending on Nawarat Patanakarn Public Company Limited, whereby the Company started its business as a service provider of wastewater treatment systems such as wastewater treatment systems of factories. The company manages all machines to work efficiently, takes care , maintenance, and controls the system so that the treated wastewater is released in accordance to the law.

Subsequently, the Company has grown. Currently, the Company provides 2 services as per followed.

1. Provide engineering services such as design, construction, installation of machinery;
2. Providing Integrated operation and maintenance services

In both services, the company has 3 systems to take care of as follows:

1. Wastewater treatment systems, both of communities and industrial plant;
2. Drainage tunnel system or drainage;
3. Water supply system or water, such as the production of tap water RO machine installation.

- (2) Mr. Chayapol Prasertkamolchai, a shareholders attending the meeting in person, inquired whether the Company's water supply system was similar to that of TTW Public Company Limited or not, and what are the characteristics of the Company's customers in the maintenance work (Maintenance)?

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the meeting that the water supply system of the Company are unlikely when compared to TTW Public Company Limited, the Company can design, install the machines and operate by its own. At present, we do not have any concession work in water supply work. In the past, the

company only provided system operation services. Machines or factories were built by others. But now the company can design and able to install machinery and equipment including construction work. Therefore, the company has the potential to offer more work to various groups of customers.

- (3) Mr. Chayapol Prasertkamolchai, a shareholder attending the meeting in person, inquired regarding the installation of the tunnel of the Company, Does the company accept jobs from the government?

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the Meeting that at present, the Company earns about 70 - 80 percent of the work from the government sector, 20 - 30 percent from the private sector.

Ms. Orasa Vimolchalao, the Director of the Company, informed the Meeting that the Company has been in the market for a long time. Most of the cost of wastewater or water system comes from the electrical system. The Company has engineers who have expertise in reducing costs to be low and meet standards. At present, the Company operates in the area by using knowledge and ability. The Company has been bidding with the Bangkok Metropolitan Administration for 5 years, The execution of this contract requires specialized knowledge. Therefore, wastewater can be treated in accordance with Bangkok's regulations. In addition, the Company's mission is to conduct business in the water and renewable energy industries. so that the business can reduce its energy costs

- (4) Mr. Kittiyos Arpakiatiwong, a shareholder attending the meeting in person, inquired whether the shareholders were able to visit the company's business or not. Because he learned that the Company took officials from the Securities and Exchange Commission (SEC) and a group of investors to visit the Din Daeng wastewater treatment plant.

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the meeting that shareholders can visit the business. The request can be made after the end of the meeting or at the Company's website.

- (5) Mr. Wiwat Koosakul, a proxy of the shareholder, suggested that the amount of THB 5,000,000 that the Company had set aside for research and development was a small amount, and inquired regarding what percentage of the works due to the government and private sectors being ongoing work. There will be an increase or not?

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the Meeting that the ongoing work from the public and private sectors is approximately no more than 5 percent of income and the number of jobs will increase.

- (6) Mr. Kittiyos Arpakiatiwong, a shareholder attending the meeting in person, inquired that the engineer's accident in the condominium operation or wastewater treatment ponds, such as a leaking electric pump or insufficient oxygen in operation, he would like to know if the company has a standard for safety protection here or not.

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the meeting that the Company has a safety standard procedure to prevent accidents that have been certified already.

- (7) Mr. Thanapoom Dejtewandamrong, a shareholder attending the meeting in person, inquire regarding the research on the Company's wastewater system whether there is a utilization of the water after using such water to increase the Company's income or not, whether there is fertilizer, chemical treatment or research team or not.

Mr. Somchat Sanghitkul, Chief Executive Officer, informed the Meeting that the Company has joint research with Kasetsart University, Kamphaeng Saen Campus which is in operation, and has conducted research with Chulalongkorn University on the use of Artificial Intelligence (AI) systems in wastewater treatment analysis which is also in the process of research.

Ms. Orasa Vimolchalao, Director of the Company, informed the Meeting that the Company has reused for society, such as fertilizer from Nong Khaem factory, the Company give to use with trees in Bangkok. Water for plants in Bangkok is obtained from the Company's operating plants. The water from the Company's treatment pond is used to raise fish, etc.

- (8) Mr. Wiwat Koosakul, a proxy of the shareholder, expressed his opinion that conducting research with educational institutions is a good operation because the cost of operation can be used for tax deductions.

In this agenda, 2 more shareholders attended the meeting, totaling 118 shares, so there were 55 shareholders attending the meeting in person and by proxy, totaling 445,434,265 shares, representing 74.2390 percent of the total number of shares sold of the Company.

As it appeared no additional inquiries or agenda from shareholders, Mr. Chakporn Oonjitt, the Chairman of the Meeting, declared the Meeting adjourned and thanked all shareholders for attendance.



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Fax: +66(0) 2617-8130
www.uba.co.th

Enclosure 1

The Meeting was adjourned at 11.20 a.m.

Mr. Chakporn Oonjitt
Chairman of the meeting

Mr. Watchrapong Pattanapanichkul
Company Secretary
Recorder of the Meeting

Curriculum Vitae of Nominated Directors

Mr. Vajraput Vajrabhaya

Age: 53 Years, Nationality: Thai

Date of Appointment: 1st time appointed on 15 March 2022
2nd time was proposed on 25 April 2024

The director is qualified to be: Director

Position in the company: Director / Independent Director / Chairman of the Audit Committee

Experiences: 29 Years

Number of years on the board: 2 Years

Shareholding in the company (Percentage): 0.00

Education

- Master's Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master's Degree in Environmental Engineering, Vanderbilt University, USA
- Bachelor's Degree in Environmental Engineering, Chulalongkorn University

Director's Training

- Director Accreditation Program, DAP 190/2022
- Fundamentals Practice for Corporate Secretary FPCS 20/2009
- DCP Refresher Course Oct. 2008
- Company Secretary Program CSP 24/2007
- Effective Minute Taking 8/2007

Committee / Director in Other Businesses (Information as of December 31, 2023)

Listed Companies in others: None

Non-Listed Companies:

Tavitiya Limited Partnership	Managing Partner	2016 - Present
Siri Plaza Company Limited	Managing Director	2013 - Present

Committee / Director of other business that may cause conflict: None

Relationship with Directors / major shareholder or subsidiary: None		
<u>Meeting Attendance 2023</u>		
Meetings	Attendance/Meetings	Percentage
The Board of Directors' Meeting	5 / 5	100 %
Audit Committee's Meeting	4 / 4	100 %
<u>Additional Qualifications for Nominated Directors</u>		
1. Directors who are involved in the management of work, staffs, employees or consultants who receive a salary from the company or subsidiary		-Yes-
2. Professional service providers (such as auditors, legal counsel)		-No-
3. Business relationships that may cause an inability to function independently (such as buying-selling raw materials / products / services, lending money services, or lending for money)		-No-

Curriculum Vitae of Nominated Directors

Mr. Pasan Swasdiburi

Age 59 Years, Nationality: Thai

Date of Appointment: 1st time appointed on 15 March 2022

2nd time was proposed on 25 April 2024

The director is qualified to be: Director

Position in the company: Director

Experiences: 33 Years

Number of years on the board: 2 Years

Shareholding in the company (Percentage): 0.00

Education

- Master's Degree in Finance and International Business, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor's Degree in Mechanical Engineering, Saginaw Valley State University

Director's Training

- Directors Certification Program DCP310/2021
- National Director Conference NDC 1/2021
- Director Briefing O-DB 3/2021
- Director Briefing O-DB 2/2021
- ID Forum R-IDF 1/2020
- Audit Committee Forum R-ACF 1/2019
- Company Secretary Program CSP 97/2019
- Anti Corruption ACPG 23/2015

Committee / Director in Other Businesses (Information as of December 31, 2023)

Listed Companies in other: None

Non-Listed Companies:

Tastemaker Company Limited	Director	2017 - Present
Mana Development Company Limited	Director	2014 - Present
Swasdiburi Company Limited	Director	2012 - Present
Bliss Estate Company Limited	Director	2010 - Present
C.I.N. Estage Company Limited	Director	2007 – Present
Anya Design Company Limited	Director	2004 – Present
Ruean Rapee Company Limited	Director	2004 – Present
East Bangkok Assets Company Limited	Director	2004 – Present

Committee / Director of other business that may cause conflict: None**Relationship with Directors / major shareholder or subsidiary:** None**Meeting Attendance 2023**

Meetings	Attendance/Meetings	Percentage
The Board of Directors' Meeting	5 / 5	100 %

Additional Qualifications for Nominated Directors

1. Directors who are involved in the management of work, staffs, employees or consultants who receive a salary of the company or subsidiary	-Yes-
2. Professional service providers (such as auditors, legal counsel)	-No-
3. Business relationships that may cause an inability to function independently (such as buying-selling raw materials / products / services, lending money services, or lending for money)	-No-

Curriculum Vitae of Nominated Directors

Ms. Kirk Leekasem

Age: 29 Years, Nationality: Thai

Date of Appointment: 1st time appointed on 15 March 2022
2nd time was proposed on 25 April 2024

The director is qualified to be: Director

Position in the company: Director

Experiences: 6 Years

Number of years on the board: 2 Years

Shareholding in the company (Percentage): 0.000013

Education

Bachelor's Degree in Mechanical Engineering, Queen Mary University

Director's Training

- Director Accreditation Program (DAP), Class 153/2018
- The New CFO (Crisis Financial Officer)
- Training Dynamic Leadership
- Orientation Course-CFO Focus on financial reporting, Class 6/2018
- e-Logistic Summit Project 2019
- Process Innovation Management and Industry Transformation
- Basic knowledge of the investor relations profession
- Data Protection for Business: Road to GDPR Standard
- Financial Management and Tax Planning, Class 44
- Coaching Arts
- Predictive Index
- Power BI, Advance Dax for Power, Visual C#
- IR in Action, Class 2/2022
- BBL sustainably inherits business from generation-to-generation BSMART30
- Insight Financial Management (SET)

Committee / Director in Other Businesses (Information as of December 31, 2023)

Listed Companies in other:

SiamEast Solutions Public Company Limited Director 2018 - Present

Non-Listed Companies:

OKS Group Holding Company Limited Director 2020 - Present

Kessel (Thailand) Company Limited Director 2020 - Present

Committee / Director of other business that may cause conflict: None**Relationship with Directors / major shareholder or subsidiary:** He is the son of Ms.Orasa Vimolchalao, the Director**Meeting Attendance 2023**

Meetings	Attendance/Meetings	Percentage
The Board of Directors' Meeting	5 / 5	100 %

Additional Qualifications for Nominated Directors

1. Directors who are involved in the management of work, staffs, employees or consultants who receive a salary of the company or subsidiary	-Yes-
2. Professional service providers (such as auditors, legal counsel)	-No-
3. Business relationships that may cause an inability to function independently (such as buying-selling raw materials / products / services, lending money services, or lending for money)	-No-

Articles of Association of the Company regarding the Meeting of Shareholders and voting

Provision 6

Annual General Meeting of Shareholders

Article 31. The Board of Directors shall arrange for the shareholders' meeting to be an Annual General Meeting within four (4) months from the end of the Company's fiscal year.

Shareholders' meetings other than the first paragraph are called extraordinary general meetings, whereby the Board of Directors may summon an extraordinary general meeting of shareholders at any time as deemed appropriate.

One or more shareholders with a total of not less than ten (10) percent of the total number of shares sold, can together make a letter of request to the Board of Directors to arrange an extraordinary meeting of shareholders at any time. However, the shareholders must clearly specify the subject and reason for requesting the meeting to be arranged in the said letter. In this case, the Board of Directors must arrange for a meeting of shareholders within forty-five (45) days from the date of receiving the letter from the shareholders.

In the event that the Board of Directors fails to arrange a meeting within the period specified in the third paragraph, and the number of shareholders who are named or other shareholders together has the number of shares combined as required, the shareholders may arrange for a meeting of shareholders within forty-five (45) days from the due date of the period under the third paragraph. In this case, this shall be considered as a meeting of shareholders that the Board of Directors convenes. The company is responsible for any necessary expenses incurred from arranging meetings and facilitating them as appropriate.

In the event that there is a shareholders' meeting arrange another meeting because the number of shareholders attending the meeting under the fourth paragraph does not constitute a quorum as specified in the Company's Articles of Association, clause 33 paragraph one, the shareholders under the fourth paragraph must be jointly responsible for the expenses incurred from arranging the meeting for the Company.

Article 32. The business to be transacted at the general meeting of shareholders shall be decided by the board of directors and the notice of the meeting of shareholders shall specify the venue, the date, the time and the nature of the business to be transacted: for acknowledgment, for approval, or for consideration, as the case may be, together with the opinion of the board on such business. Such notice shall be dispatched to shareholders and the registrar at least seven (7) days prior to the proposed date for the meeting. The notice of the shareholders' meeting must be advertised in the newspaper three (3) consecutive days at least three (3) days prior to the meeting date.

The shareholders meeting of the company shall be held at the province where located the head office of the Company or any place as fixed by the board of directors.

Article 33. At every meeting of shareholders, more than twenty- five (25) shareholders and their proxies or one-half (1/2) of the number of shareholders and their proxies and having the total number of shares not less than one-third (1/3) of the issued and paid-up capital shall constitute the quorum.

At any shareholders' meeting, if within one (1) hour from the time appointed for the meeting, the quorum prescribed by the above paragraph is not present, if the shareholders' meeting is summoned upon the request of shareholders, it shall be dissolved. If the shareholders meeting had not been summoned upon the request of shareholders, another shareholders meeting shall be summoned. In this regard, the invitation letter to the meeting shall be dispatched to shareholders at least seven (7) days prior to the meeting day. At such a meeting, no quorum shall be necessary.

Article 34. The Chairman of the board of directors shall be the Chairman of the shareholders' meeting. In the event that the Chairman of the board of directors is unable to convene or attend the meeting of shareholders, the Vice Chairman will take the chair. In the event that the Vice Chairman cannot convene or attend the meeting of shareholders, the shareholders, attending the meeting shall appoint any of the shareholders as decided from time to time to take the chair.

Article 35. In casting the votes, each shareholder shall have one (1) vote for each share. A shareholder who has, in a resolution, special interest may not vote on such resolution, except for the voting for the appointment of directors. A resolution of the shareholder meeting will be valid, as follows:

(1) In the normal case, the majority of votes of the shareholders who attend the meeting and cast their votes shall be counted. If there are equal votes, the chairman of the meeting shall have an additional one (1) casting vote.

(2) In the following cases: A vote of not less than three-fourths (3/4) of the total number of votes of shareholders who are present at the meeting and have the right to vote shall be counted:

- (A) The sale or transfer of the entire or parts of the business of the Company to others;
- (B) The purchase or acceptance of the business of other private companies or the public companies to the Company;
- (C) Executes, amendments, or cancellations of contracts relating to the lease of all or significant part of the business of the Company, the assignment of any other person to manage the business of the Company; or a merger with another person, with the purpose is to divide the profits or the loss;
- (D) Amendment of Memorandum of Association or Articles of Association;
- (E) Increase or decrease the registered capital of the Company;
- (F) The dissolution of the company;
- (G) The issuance of debentures of the Company;
- (H) The merger of the Company with other companies.

Article 36. Businesses of summoning the General Meeting of Shareholders are as follows:

- (1) To acknowledge the report of the Board of Directors showing the Company's business in the past year;
- (2) To consider and approve the balance sheet and the profit and loss statement;
- (3) To consider and approve the appropriation of profit and the dividend payment;
- (4) To consider the election of new directors to replace the retiring directors;
- (5) To determine the remuneration of the directors;
- (6) To consider and appoint the auditors and determine their remuneration; and
- (7) Others.

Instruction on the meeting registration, proxy, and required documents for attending the meeting of shareholders

Registration

Shareholders and proxies can register to attend the meeting from 8.00 a.m., on April 25, 2024, the meeting will start at 09.00 a.m. at the Meeting Room 214, BITEC Exhibition and Convention Centre, Bangna-Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok (the map of the meeting venue is as Enclosure 9)

The proxy

In case the shareholders cannot attend the meeting on their own, they can grant their proxy to attend and vote on their behalf as appropriate in all respects by 3 types of Proxy Forms which designed by the Business Development Department, Ministry of Commerce. The Company has sent proxy forms A, B, and C with this Invitation Letter as per shown in Enclosure 7. Besides, shareholders may download 3 types of Proxy Forms from the Company's website at www.uba.co.th, whereby each form has a character below.

- A Simple
- B Detailed
- C Specific form for Foreign Investors and appoint Custodian in Thailand as a depository of shares

The proxy can be implemented as follows:

1. General shareholders may select either from the proxy Form A or Form B
2. Shareholders who are Foreign Investors and appointed a custodian in Thailand as a depository, please use proxy Form C
3. The shareholder will provide the proxy to only one person to attend the meeting and cast votes. Dividing the number of shares into multiple proxies is not allowed.
4. Shareholders can appoint a proxy to any person or appoint an independent director of the Company as desired. The details are shown in the Enclosure 8. Shareholders may send the proxy form with supporting documents within 12 April 2024 to

The Company Secretary

Utility Business Alliance Public Company Limited

123 Vibhavadi Rangsit Road, Chom Phon Sub-district, Chatuchak District, Bangkok 10900
Thailand

Tel.: 02-789-3232

Fax.: 02-617-8130

E-mail: p_watchrapong@uba.co.th

5. Fill in the proxy form and sign the signature of the grantor and the proxy. Send a Form to the Company with a THB 20 stamp duty and specify the date on which the proxy form had been made.
6. The proxy must show the proxy form and supporting documents as required in imperative documents on the meeting day and present them at the registration desk.

Documents for the meeting day

Ordinary shareholder

1. In the case of the shareholders attending the meeting in person:

Present the identification card or the government ID or the driving license or validity passport (in case of foreigner). If there is a change of name - surname, the evidence must also be submitted.

2. In the case of proxy:

Present:

1. Proxy form with correct information and a signature of grantor and proxy with the affixed stamp duty;
2. The copy of the identification card or the government ID or the driving license or validity passport (in case of foreigner) of **the grantor** with a certified true copy by the grantor;
3. The identification card or the government ID or the driving license or validity passport (in case of foreigner) of **the proxy**.

Juristic person

1. In the case of the authorized representative of the juristic person attending the meeting in person:

Present:

1. The copy of the identification card or the government ID or the driving license or validity passport (in case of foreigner) of the authorized representative of the juristic person with a signature and certified a true copy;
2. A copy of an affidavit of the juristic person issued by the Ministry of Commerce, with no more than 6 months and certified a true copy by the authorized representative of the juristic person with the message that the authorized representative who signed the power of attorney has the power to act as a representative of the juristic person.

2. In the case of proxy:

Present:

1. Proxy form with correct information and a signature of grantor and proxy with the affixed stamp duty;
2. The copy of the identification card or the government ID or the driving license or validity passport (in case of foreigner) of the authorized representative of the juristic person with a certified true copy by the proxy;
3. The identification card or the government ID or the driving license or validity passport (in case of foreigner) of **the proxy**;
4. A copy of an affidavit of the juristic person issued by the Ministry of Commerce, with no more than 6 months and certified a true copy by the authorized representative of the juristic person with the message that the authorized representative who signed the power of attorney has the power to act as a representative of the juristic person.

3. In the proxy case of foreign investors who appoint custodians in Thailand as their depository and already appointed the proxy by the proxy form C. Please provide the following documents.

3.1 Custodian documents

- 1) Proxy form C. with correct information and already signed by the authorized representative of the custodian who is a grantor, with an affixed stamp duty;
- 2) The confirmation letter to confirm that the proxy is a licensed custodian;
- 3) A copy of an affidavit of the custodian, with no more than 6 months certified a true copy by the authorized representative of the custodian showing the message that the authorized representative of the custodian who signed as a grantor has the right to sign on behalf of the custodian;
- 4) The copy of the identification card or the government ID or the driving license or validity passport (in case of foreigner) of the authorized representative of the custodian with a signature and certified true copy.

3.2 Foreign Investor documents

- 1) The power of attorney from the shareholder to appoint the Custodian to sign a proxy form on behalf of the shareholder;
- 2) A copy of an affidavit of the shareholder of the company certified true copy by the authorized representative, with no more than 6 months with the message that the authorized representative who signed the power of attorney has the power to act as a representative of the shareholder;
- 3) The certified true copy of the identification card or the government ID or the driving license or validity passport (in case of foreigner) of the authorized representative of a juristic person.

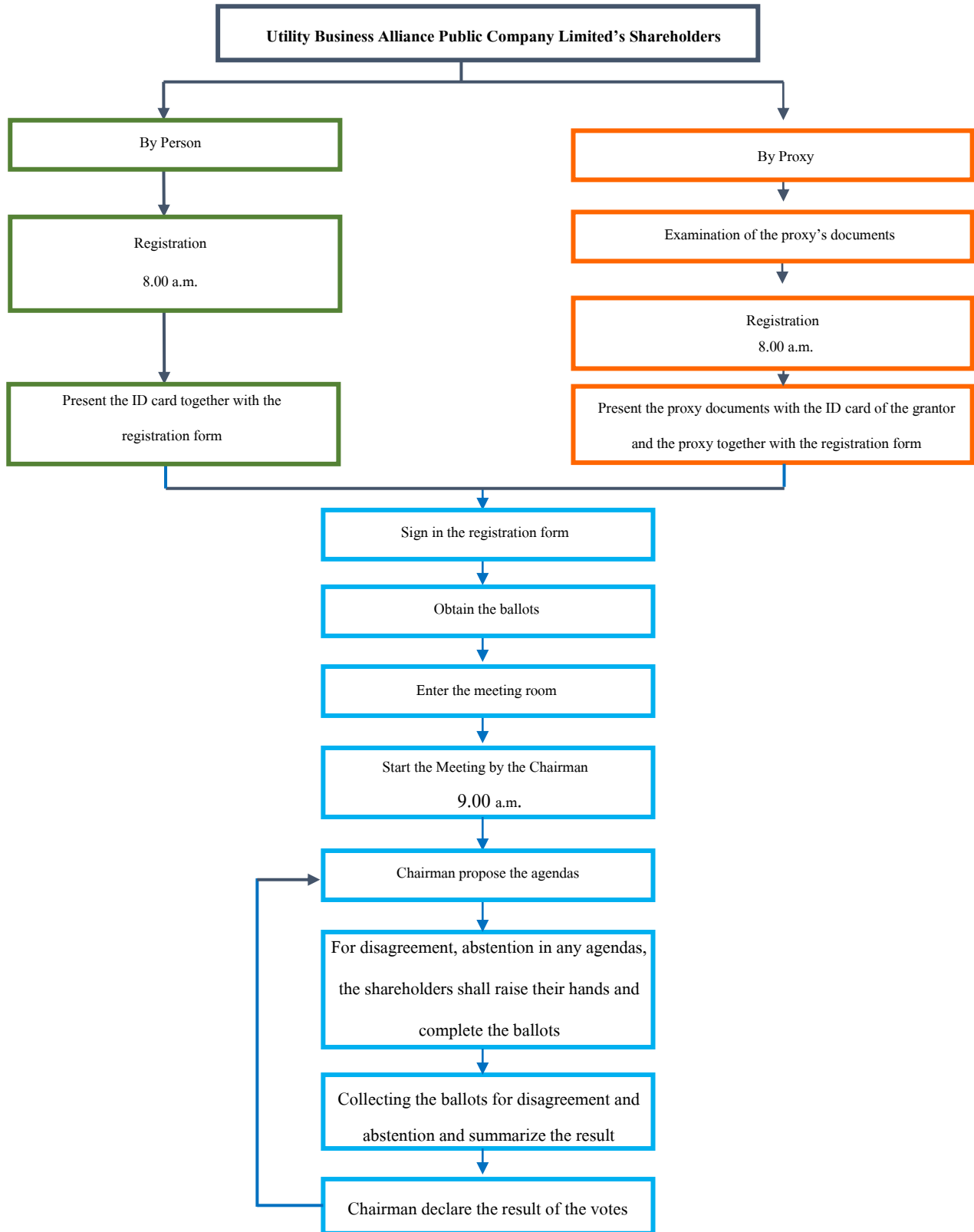
3.3 Proxy document

Present the identification card or the government ID or the driving license or validity passport (in case of foreigner) of the proxy.

The Procedure for attending the 2024 Annual General Meeting of Shareholders

Utility Business Alliance Public Company Limited

April 25th, 2024, at 9.00 a.m.



หนังสือมอบฉันทะ (แบบ ก.)

ปิดอากรแสตมป์ 20 บาท

Duty Stamp THB 20

Proxy (Form A.)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders register No.....

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

(1) ข้าพเจ้า..... สัญชาติ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
I/We Nationality Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
Sub-district District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ยูทิลิตี้ บิซิเนส อัลลายแอนซ์ จำกัด (มหาชน) Being a shareholder of Utility Business Alliance Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Holding the total amount of shares and having the right to vote equal to votes
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares having the right to vote equal to votes
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares having the right to vote equal to votes

(3) ขอมอบฉันทะให้ Hereby appoint

(1) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... รหัสไปรษณีย์..... หรือ
Sub-district District Postal Code or

(2) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... รหัสไปรษณีย์..... หรือ
Sub-district District Postal Code or

(3) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... รหัสไปรษณีย์.....
Sub-district District Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุม 214 ศูนย์นิทรรศการและการประชุมไบเทค ถนนบางนา-ตราด แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of shareholders on 25 April 2024, at 09.00 am, at Meeting Room 214, BITEC Exhibition and Convention Center, Bangna-Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น.....
Shareholders register No.....

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

(1) ข้าพเจ้า..... สัญชาติ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
I/We Nationality Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
Sub-district District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ยูทิลิตี้ บิสิเนส อัลลายแอนซ์ จำกัด (มหาชน)
Being a shareholder of Utility Business Alliance Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Holding the total amount of shares and having the right to vote equal to votes
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary share shares having the right to vote equal to votes
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred share shares having the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยมีรายละเอียดกรรมการอิสระของบริษัท ปรากฏตามสิ่งที่ส่งมาด้วย 8)
Hereby appoint (May grant proxy to the Company's Independent Director of which details as shown in Enclosure 8)

(1) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... รหัสไปรษณีย์..... หรือ
Sub-district District Postal Code or

(2) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... รหัสไปรษณีย์..... หรือ
Sub-district District Postal Code or

(3) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....
Name Age years, residing at Road
ตำบล/แขวง..... อำเภอ/เขต..... รหัสไปรษณีย์.....
Sub-district District Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567
ในวันที่ 25 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุม 214 ศูนย์นิทรรศการและการประชุมไบเทค ถนนบางนา-ตราด แขวงบางนาใต้ เขตบางนา
กรุงเทพมหานคร

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of shareholders on
25 April 2024, at 09.00 am at Meeting Room 214, BITEC Exhibition and Convention Center, Bangna-Trad Road, Bangna Tai Sub-district, Bangna
District, Bangkok.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ

Agenda 1 Chairman's Report

วาระนี้เป็นวาระเพื่อรับทราบจึงไม่มีการลงคะแนนเสียง

This agenda is only for acknowledgement; therefore, voting is not required.

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda 2 To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 3 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566

Agenda 3 To acknowledge the company's operational results for the year 2023

วาระนี้เป็นวาระเพื่อรับทราบจึงไม่มีการลงคะแนนเสียง

This agenda is only for acknowledgement; therefore, voting is not required.

วาระที่ 4 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 4 To consider and approve the financial statements for the fiscal year ended 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and approve the election of directors in replacement of those retiring by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้

The appointment of certain directors is as follows:

1. นายวัชรพัทธ์ วัชรภักย์

Mr. Vajraput Vajrabhaya

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายปสันน สวัสดิ์บุรี

Mr. Pasan Swasdiburi

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายเกริก ลิเกษม

Mr. Kirk Leekasem

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2567

Agenda 6 To consider and approve the remuneration of directors and members of the sub-committees for the year 2024

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Agenda 7 To consider and approve the appointment of the auditor and the auditor's remuneration for the year 2024

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการจัดสรรกำไรเป็นทุนสำรองและการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566

Agenda 8 To consider and approve the allocation of profit as a reserved fund and dividend payment for the year 2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 - (b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ระเบียบวาระแต่งตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding the appointment of directors, the meeting may consider appointing the entire board as a whole or any individual director(s).
3. ในกรณีที่มิใช่ระเบียบวาระที่ต้องพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Supplemental Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Supplemental Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ยูทิลิตี้ บิสิเนส อัลไลแอนซ์ จำกัด (มหาชน)
The proxy is granted by a shareholder of Utility Business Alliance Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุม 214 ศูนย์นิทรรศการและการประชุมไบเทค ถนน
บางนา-ตราด แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร

For the Annual General Meeting of shareholders for the year 2024 on 25 April 2024, at 09.00 am, at Meeting Room 214, BITEC Exhibition
and Convention Centre, Bangna-Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok

ระเบียบวาระที่.....

Agenda Item.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่.....

Agenda Item.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ระเบียบวาระที่.....

Agenda Item.....

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Approve Disapprove Abstain

ระเบียบวาระที่.....
 Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งคออกเสียง |
| Approve | Disapprove | Abstain |

ระเบียบวาระที่.....
 Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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| Approve | Disapprove | Abstain |

ระเบียบวาระที่.....
 Agenda Item.....

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|-----------------------------------|--------------------------------------|-------------------------------------|
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| Approve | Disapprove | Abstain |

ระเบียบวาระที่.....
 Agenda Item.....

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| Approve | Disapprove | Abstain |

ระเบียบวาระที่.....
 Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

ระเบียบวาระที่.....
 Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อนี้ลงชื่อมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor
 (.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
 (.....)

หนังสือมอบฉันทะ (แบบ ค.)

(สำหรับผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

Proxy (Form C.)

(For shareholders who are foreign investors appointing a local custodian in Thailand to be the depository)

เลขทะเบียนผู้ถือหุ้น.....

Shareholders register No.....

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.

Date Month Year

(1) ข้าพเจ้า.....

I/We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

Residing at Road Sub-district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As being the custodian of

(2) เป็นผู้ถือหุ้นของ บริษัท ยูทิลิตี้ บิซิเนส อัลลายแอนซ์ จำกัด (มหาชน)

Being a shareholder of Utility Business Alliance Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Holding the total amount of shares and having the right to vote equal to votes

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share shares having the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Preferred share shares having the right to vote equal to votes

(3) ขอมอบฉันทะให้ Hereby appoint

(1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name Age years, residing at Road

ตำบล/แขวง.....อำเภอ/เขต.....รหัสไปรษณีย์.....หรือ

Sub-district District Postal Code or

(2) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name Age years, residing at Road

ตำบล/แขวง.....อำเภอ/เขต.....รหัสไปรษณีย์.....หรือ

Sub-district District Postal Code or

(3) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....

Name Age years, residing at Road

ตำบล/แขวง.....อำเภอ/เขต.....รหัสไปรษณีย์.....

Sub-district District Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุม 214 ศูนย์นิทรรศการและการประชุมไบเทค ถนนบางนา-ตราด แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of shareholders on April 25, 2024, at 09.00 am, at Meeting Room 214, BITEC Exhibition and Convention Center, Bangna-Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend the meeting and to cast the votes on my/our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares held and entitled to vote

มอบฉันทะบางส่วน คือ

Grant partial shares of

หุ้นสามัญ หุ้น มีสิทธิออกเสียงลงคะแนนได้เท่ากับ..... เสียง

- Ordinary share shares and have the right to vote equal to votes

หุ้นบุริมสิทธิ หุ้น มีสิทธิออกเสียงลงคะแนนได้เท่ากับ..... เสียง

- Preferred share shares and have the right to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด เสียง

Total voting rights votes

- (5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ

Agenda 1 Chairman's Report

วาระนี้เป็นวาระเพื่อรับทราบจึงไม่มีการลงคะแนนเสียง

This agenda is only for acknowledgement; therefore, voting is not required.

วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda 2 To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 3 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2566

Agenda 3 To acknowledge the company's operational results for the year 2023

วาระนี้เป็นวาระเพื่อรับทราบจึงไม่มีการลงคะแนนเสียง

This agenda is only for acknowledgement; therefore, voting is not required.

วาระที่ 4 พิจารณานุมัติงบการเงินสำหรับปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 4 To consider and approve the financial statements for the fiscal year ended 31 December 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and approve the election of directors in replacement of those retiring by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้

The appointment of certain directors is as follows:

1. นายวัชรพัทธ์ วัชรภักย์

Mr. Vajraput Vajrabhaya

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายปัสัน สวัสดิ์บุรี

Mr. Pasan Swasdiburi

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายเกริก ลิเกษม

Mr. Kirk Leekasem

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2567

Agenda 6 To consider and approve the remuneration of directors and members of the sub-committees for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2567

Agenda 7 To consider and approve the appointment of the auditor and the auditor's remuneration for the year 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติการจัดสรรกำไรเป็นทุนสำรองและการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566

Agenda 8 To consider and approve the allocation of profit as a reserved fund and dividend payment for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried on by the proxy holder in the said meeting except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The Proxy Form C. only use for shareholders whose names appear in the foreign investors' registration who appoint a local custodian in Thailand to be the depository only.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Documents and evidence to be enclosed with the proxy form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that the authorized signatory of the Proxy Form is licensed to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. ระเบียบวาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda regarding the appointment of directors, the meeting may consider appointing the entire board as a whole or any individual director(s).
5. ในกรณีที่ระเบียบวาระที่จะต้องพิจารณาในการประชุมมากกว่าที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Supplemental Proxy Form C as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplemental Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ยูทิลิตี้ บิซิเนส อัลลายแอนซ์ จำกัด (มหาชน)
The proxy is granted by a shareholder of Utility Business Alliance Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 09.00 น. ณ ห้องประชุม 214 ศูนย์นิทรรศการและการประชุมไบเทค ถนนบางนา-ตราด แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร

For the Annual General Meeting of shareholders for the year 2024 on 25 April 2024, at 09.00 am, at Meeting Room 214, BITEC Exhibition and Convention Centre, Bangna-Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok.

ระเบียบวาระที่.....
Agenda Item.....

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
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| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

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ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อนี้สือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects

ลงนาม/Signed.....ผู้มอบฉันทะ/Grantor
(.....)
ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)
ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)
ลงนาม/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

Name and Details of Independent Director who has been nominated as proxies of shareholders



Name-Last name : Mr. Chakporn Oonjitt

Position : Chairman of the Board of Directors /
Independent Director / Member of the Audit
Committee

Age : 64 Years old

Address : 87 Soi Areerak, Sukhumvit 50, Phra Khanong
Subdistrict, Khlong Toei District, Bangkok 10260

**Conflict of interest in
the Meeting Agendas** : Agenda 6, To consider and approve the
remuneration of directors and the sub-committee
members for the year 2024

Agenda with special interests : No

Map of the meeting venue of the Annual General Meeting of Shareholders year 2024



Meeting Room 214, BITEC Exhibition and Convention Centre, Bangna-Trad Road, Bangna Tai Sub-district, Bangna District, Bangkok

1st and 2nd Entrance:

Take Bangna- Trad expressway then keep left to the frontage road and make a U-turn on the BITEC bridge

3rd Entrance:

Take Samutprakarn – Samrong (Sukhumvit) and keep left