

# **NOTICE OF 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**ON MONDAY 13 JULY 2020 TIME 10.00 A.M.**

AT WASANA ROOM, 3<sup>rd</sup> FLOOR, GOLDEN TULIP SOVEREIGN HOTEL BANGKOK,  
NO. 92, RAMA 9 ROAD, BANG KAPI SUB-DISTRICT,  
HUAY KWANG DISTRICT, BANGKOK

1. The Company requests for cooperation from all shareholders to consider appointing the Company's director as proxy to attend and cast votes on their behalf.
2. The company refrains from providing food and beverages, and absolutely ask for cooperation to refrain from eating in the meeting area in order to minimize the risk of spreading the disease.
3. Attendees must wear a facemask throughout the duration of the meeting and wash your hands with soap or hand sanitizer.
4. The Company strongly requests for your cooperation to strictly follow the Measures and practices for the 2020 Annual General Meeting of Shareholders Under the circumstance of Coronavirus 2019 (COVID-19).

บริษัท ดับบลิวเอชเอ อินดัสเตรียล ดีเวลลอปเม้นท์ จำกัด (มหาชน) บมจ. 0107536000676

WHA INDUSTRIAL DEVELOPMENT PUBLIC COMPANY LIMITED

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WHAID 164/2020

12 June 2020

Subject: Notice of the 2020 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:
1. Copy of the Minutes of the 2019 Annual General Meeting of Shareholders
  2. Annual Report 2019 (QR Code or URL)
  3. Bibliography of person to be nominated as directors as a replacement of the retiring directors
  4. Details of Directors' remuneration
  5. Proxy form A, B, and C
  6. List of documents required to bring along on the date of Meeting
  7. Copy of the Company Article of Association concerning to the meeting
  8. Map of the Meeting venue
  9. Precautionary measures and practices for the 2020 Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19) outbreak

NOTICE of WHA Industrial Development Public Company Limited is hereby given that the 2020 Annual General Meeting of Shareholders will be held on Monday 13<sup>th</sup> July 2020 at 10.00 a.m., at Wasana Room, Golden Tulip Sovereign Hotel Bangkok, No. 92, Rama 9 Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok, to consider the agenda as follows:

**Agenda 1 To certify the Minutes of the Annual General Meeting for the year 2019**

**Objectives and Rationale:**

The Company held the 2019 Annual General Meeting of Shareholders on 29<sup>th</sup> April 2019. The Meeting is requested to consider and certify the Minutes of the 2019 Annual General Meeting of Shareholders, details of which are attached in Attachment 1.

**Board's opinion:** The Board of the Directors suggested the Meeting to certify the Minutes of the Annual General Meeting of Shareholders for the year 2019 in which the Board had considered and viewed that the Minutes of the Meeting has been properly recorded.

**Agenda 2 To acknowledge the Company's operating performance for the year 2019**

**Objectives and Rationale:**

The Meeting is requested to acknowledge the Company's operating performance of the year 2019. The details as shown in Annual Report 2019 which are attached in Attachment 2.

**Board's opinion:** The Board would like to propose to the Shareholders Meeting for acknowledge the Company's operating performance for the year 2019.

**Agenda 3 To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2019 which were audited by the certified public accountant**

The Audited Statement of Financial Position and Statement of Comprehensive Income ended 31 December 2019 of the Company and subsidiaries, which it has been audited by the auditor as detailed in Attachment 2 with this notice.

**Board's opinion:** It shall be proposed to the Shareholders Meeting to approve the Audited Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31 December 2019 of the Company and subsidiaries, which has been audited by the auditor with the following summary:

Particulars	Consolidated		Separated	
Total Assets	47,887	Million Baht	26,801	Million Baht
Total Liabilities	22,060	Million Baht	11,723	Million Baht
Total Equity	25,827	Million Baht	15,078	Million Baht
Total Revenues	7,221	Million Baht	5,043	Million Baht
Net Profit	3,098	Million Baht	2,820	Million Baht
Net Profit per share	0.32	Baht /Share	0.29	Baht /Share

**Agenda 4 To consider and approve the dividend payment for the year 2019 and legal reserve**

**Objectives and Rationale:**

The Company propose to the Annual General Meeting of shareholders for the year 2020 to request to omit the additional dividend payment for the year 2019. Thus, The Company has the resolution to approve the two payment of interim dividend. The total amount of the interim dividend is approximately 2,250 Million Baht, at the rate of 0.2317 Baht per share.

The details of the interim dividend payment that has been considered by the Board of Directors to be proposed to the AGM 2020 for acknowledgement are as follows;

- Payment No. 1: at the rate of 0.0257 per share, paid on 3 December 2019
- Payment No. 2: at the rate of 0.2060 per share, paid on 21 May 2020

The Company has fully legal reserved the amount as specified by law.

**Board's opinion:** The Board would like to propose to the Shareholder Meeting for consideration as follows:

1. To acknowledge the two payment of interim dividend. The total amount of the interim dividend is approximately 2,250 Million Baht, at the rate of 0.2317 Baht per share.
2. To approve to omit the additional dividend payment for the performance of the year 2019 and no allocation of the net profit for legal reserve because the Company has fully legal reserved the amount as specified by law.

**Agenda 5 To consider and approve the re-appointment of the directors who are retired by rotation**

Objectives and Rationale:

Pursuant to the company’s Articles of Associations, at any Annual General Meeting of Shareholders, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from the Company. A retiring director under this clause is eligible for re-election.

Thus, two directors, who shall be retired by rotation in the 2020 Annual General Meeting of Shareholders, are as follows;

- 1) Ms. Jareeporn Jarukornsakul
  - Chairman of the Board of Directors
  - Chairman of the Executive Committee Member
- 2) Mr. David Richard Nardone
  - Director
  - Executive Committee Member
  - Group Executive Industrial and International

In addition, Ms. Jareeporn Jarukornsakul, who is the currently the Chairman of the Board of Directors of WHA Industrial REIT Management Co., Ltd. (“WHA IRM”) and WHA IRM is currently conducting business as the REIT Manager of the Trust for Business Investment in HEMARAJ LEASEHOLD REAL ESTATE INVESTMENT TRUST (“HREIT”). Therefore, WHA IRM is deemed to be a subsidiary having the same nature of business and it is in competition with the business of the Company. The said director position in WHA IRM has been informed to the Annual General Meeting of Shareholders of the year 2018 for acknowledgement.

The Company’s Board of Directors excluding the directors who have any interests has considered the directors’ qualifications on the skill, professional experience, and other qualifications that appropriate and beneficial to the Company’s business. Thus, the resolution (excluding the directors who have any interest and shall be retired by rotation at this time) is two retiring directors to be re-elected shall be directors of the company for another term.

Board’s opinion: The Company’s Board of Directors, excluding the directors who have any interests, has considered on the qualification, the benefit of company’s management and agreed to propose the aforementioned persons being the two retiring directors for re-election and propose to the Shareholders Meeting for consideration.

**Agenda 6 To consider and approve the director’s remuneration for the year 2020**

Objectives and Rationale:

The Board of Directors has considered the appropriation of the director and the sub-committees’ remuneration and proposed such remuneration for the year 2020 in the

line amount of Baht 20,000,000 (same amount as the year 2019) with the equivalent rate of remuneration and meeting allowance as the year 2019 as detailed in the attachment 4, which is based on the evaluation on the compensation in other business, duties, responsibilities, the Company’s financial status and operating results, including the conformity with the market and other reference factor.

Board’s opinion: The Board of Directors has considered the remuneration for the year 2020 of the Board of Directors and the sub-committees. It is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the meeting allowance and remuneration for the year 2020 of the Board of Directors and the sub-committees in the line of Baht 20,000,000, which amounts the same as the year 2019 with the equivalent rate of remuneration and meeting allowance of the year 2019.

**Agenda 7 To consider and approve the appointment of auditors and the annual auditing fee for the year 2020**

Objectives and Rationale:

The appointment of Auditors and setting their remuneration for the year 2020, the Board of the Directors have considered and selected Pricewaterhouse Coopers ABAS Limited as the auditor of the Company and Subsidiaries due to the audit office of PricewaterhouseCoopers ABAS Ltd. is the same auditor as WHA Corporation Public Company Limited as appointed by the parent company. Furthermore, their past performance is a qualified standard, professional in auditing, including the appropriation of the audit fee.

Board’s opinion: The Board of Directors, agreed to propose to the Shareholders’ Meeting to approve the appointment of the auditors of Pricewaterhouse Coopers ABAS Limited and the auditors’ names as follows:

First Auditor            Mr. Chanchai Chaiprasit, certified public accountant No. 3760 or  
 Second Auditor        Mr. Paiboon Tunkoon, certified public accountant No. 4298 or  
 Third Auditor           Mr. Boonrueng Lerdwisewit, certified public accountant No. 6552

For the remuneration of the Auditor of company, the Board of Directors has agreed to propose to the Shareholders’ Meeting to consider the remuneration of the auditor of the Company for the year 2020 in the amount of Baht 2,097,150.

Details	Remuneration Year 2020 (Baht)	Remuneration Year 2019 (Baht)
Audit and Quarterly Review Fee for financial statements of - The Company	2,097,150	2,050,000

The proposed auditors have no relation to or any conflict of the interest with the company/ subsidiary/ executive/ major shareholder or any related person and have consistently performed their duty in a professional manner.

**Agenda 8 To consider and approve the amendment of Articles of Association in Article 23/1 Article 24 and insert new Article 35/1**

Objectives and Rationale:

Under the Emergency Decree on Electronic Meeting B.E. 2563, the Meeting participants are able to attend the meeting via electronic conference from anywhere without having to be in the same place by connecting via electronic media that can be discussed or comment.

The amendment of the Article of Association are as follows:

Previous	Propose
Amendment	
<p><b><u>Article 23/1</u></b> The Board of Directors’ Meeting by electronic conference shall be in line with the following rule.</p> <ol style="list-style-type: none"> <li>(1) The directors attending the meeting at least one-third of quorum shall be in the same place of the conference and all directors who attend the conference shall be in Thailand at the time of conference;</li> <li>(2) The directors who attend the conference shall enable to mutually convene, discuss and express their opinions via electronic media;</li> <li>(3) The Chairman of the Meeting shall arrange the directors who attend the conference to show up for attending electronic conference before conference attendance;</li> <li>(4) The Chairman of the Meeting shall record sound or both sound and image of all directors and attendants of the conference throughout the conference period; and</li> <li>(5) The meeting shall be in accordance with the electronic conferencing security standard prescribed in notifications of the related government agencies.</li> </ol>	<p><b><u>Article 23/1</u></b> The Board of Directors Meeting can be held via electronic media, such Meeting shall comply with the rules specified by the laws.</p>
<p><b><u>Article 24</u></b> The Chairman of the Board shall call the Board of Directors meeting in the event of the Chairman of the Board is unable to perform</p>	<p><b><u>Article 24</u></b> The Chairman of the Board shall call the Board of Directors meeting in the event of the Chairman of the Board is unable to</p>

Previous	Propose
<p>his duty. The Vice Chairman shall call the meeting.</p> <p>In calling a meeting of the Board of Directors, the Chairman of the Board or the entrusted person shall deliver the meeting appointment notice to the directors no less than 7 (seven) days prior to the meeting date unless the case of exigency for maintenance of the Company's right and benefit, the meeting appointment shall be notified by other means and the meeting date shall be scheduled earlier. In case of the electronic conference, the meeting appointment notice shall be delivered via electronic media.</p> <p>In case of the electronic conference, the meeting appointment notice shall clearly specify that the conference shall carried out via electronic media and specify electronics media which can be accessed by each director for meeting attendance.</p> <p>Directors two or more directors may request the Chairman to call a Board of Directors' meeting. In case of that there are two or more directors requesting, the Chairman of the Board or the person assigned by the Chairman shall specify the date of the meeting within 14 days from the date of request.</p>	<p>perform his duty. The Vice Chairman shall call the meeting.</p> <p>In calling a meeting of the Board of Directors, the Chairman of the Board or the entrusted person shall deliver the meeting appointment notice to the directors no less than 7 (seven) days prior to the meeting date unless the case of exigency for maintenance of the Company's right and benefit, the meeting appointment shall be notified by other means and the meeting date shall be scheduled earlier.</p> <p>Directors two or more directors may request the Chairman to call a Board of Directors' meeting. In case of that there are two or more directors requesting, the Chairman of the Board or the person assigned by the Chairman shall specify the date of the meeting within 14 days from the date of request.</p>
Insert new Article	
<p><b><u>Article 35/1</u></b></p> <p style="text-align: center;"><i>None.</i></p>	<p><b><u>Article 35/1</u></b> The General Meeting of Shareholders may be held through electronic media and such Meeting shall comply with the rules specified by the laws.</p>

**Board's opinion:** The Board of Directors resolved to propose to the Shareholders' Meeting to consider and approve the amendment of the Company's Article of Association to comply with the law and gain convenience in convening the Meeting via electronic media.

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

Due to the current outbreak of Coronavirus 2019, the Company is concerned about the health and safety of the shareholders, therefore, the Company would like to encourage the shareholders to consider granting a proxy to the directors of the Company to attend the Meeting on your behalf. Any shareholder wishes to appoint

any person or any director whose name and detail are listed in the Attachment 5 as his / her proxy to attend the meeting and vote on his / her behalf, shall complete the proxy form in Attachment 5 and submit to the Company prior attending the meeting. Please bring your document and evidence as the Attachment 6 to register before the meeting date or on the meeting date.

The Company's Articles of Association relating to the Shareholders Meeting is attached in the Attachment 7, the venue map for this meeting of shareholders is attached as the Attachment 8 and the Precautionary Measures and Practice to prevent the spread of Coronavirus disease 2019 as Attachment 9. In this regard, the Company would like to apologize for any inconvenience this may have caused.

The Company has approved to determine the closing date of the shareholder register book to determine the right to attend the 2020 Annual General Meeting from 29<sup>th</sup> May 2020 at 12.00 p.m. onward until the 2020 Annual General Meeting will be completed.

Yours sincerely,  
**WHA Industrial Development Public Company Limited**



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



- Translation -

WHA Industrial Development Public Company Limited  
Minutes of the 2019 Annual General Meeting of Shareholders  
29 April 2019

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Date, Time and Place

The Meeting was held on Monday 29 April 2019 at 10.00 a.m. at Banglampoo Room, 6<sup>th</sup> Floor Amari Watergate Bangkok, 847 Petchburi Road, Bangkok 10400 Thailand.

Before the Meeting

The master of ceremonies (“MC”) introduced the members of the Board of Directors who attended the Meeting as the followings:

- |                                |   |
|--------------------------------|---|
| 1. Ms. Jareeporn Jarukornsakul | Chairman of the Board of Directors<br>Chairman of the Executive Committee, and<br>Group Chief Executive Officer |
| 2. Mr. David Richard Nardone   | Director, Executive Committee, and<br>Group Executive Industrial and International                              |
| 3. Mr. Vivat Jiratikarnsakul   | Director, Executive Committee, and<br>Chief Operating Officer   |
| 4. Mr. Krailuck Asawachatroj   | Director, Executive Committee, and<br>Chief Strategy Officer  |
| 5. Mr. Somphong Wanapha        | Director  |
| 6. Mr. Chavalit Serghameteekul | Director  |
| 7. Mrs. Anchalee Chavanich     | Director  |
| 8. Mr. Prateep Charoenporn     | Director  |

Executive

- |                                   |                            |
|-----------------------------------|----------------------------|
| 1. Mr. Jakrit Chaisanit           | Co-Chief Operating Officer |
| 2. Mr. Arttavit Chalermaphayakorn | Chief Financial Officer    |
| 3. Mr. Narong Kritchanchai        | Chief Legal Officer        |

- Translation -

Company Secretary

Mr. Sirisak Kijraksa

Auditor from PRICEWATERHOUSECOOPERS ABAS LTD.

Mr. Chanchai Chaiprasit

Internal auditor and the witness and inspector the vote counting of each agenda from Dharmniti Internal Audit Co., Ltd.

Mr. Saksri Amphawan and Ms. Sakawrat Paijit

The Company Secretary explained the procedures of the Meeting and voting as follows:

1. Conduction of Meeting

The Meeting and voting shall be preceded through the sequence of the given agenda shown in the notice of invitation and give the opportunity for shareholders' questions. The Meeting is requested to vote on the ballots at the end of each agenda item.

2. Voting

Due to the large number of shareholders, to fasten the vote counting, if any shareholders has a vote for disapproval or abstention, he/she shall raise his/her hand and the staffs will collect the relevant ballots of such agenda item.

In the case that any shareholders do not raise their hands, they are not required to submit the ballots and it shall be considered that such shareholders have approved such agenda item. However, the shareholders are required to return the ballots to the staffs after the Meeting at the exit.

3. Vote Counting

In this Meeting the Company has procured Barcode System for registration and vote counting operated by Inventech Systems (Thailand) Company Limited to implement software for registration and vote counting by Barcode System. One shareholders shall have one vote per one share held. Disapproved vote and abstained vote will be deducted from the total vote of the shareholders attended the Meeting, the remainders shall be considered as approved vote for each Agenda. In case that no shareholder disapproved or abstained in any agenda, such agenda shall be considered as agreed by or as anonymous approval of the Meeting.

- Translation -

Any casted vote with no signature thereon or any vote made not in compliance with the voting right or not as specified in the proxy shall be considered as invalid and not to be considered as a vote of such shareholder or proxy and such shareholder shall be considered to abstain all of its voting right for such Agenda.

Where there is no vote of disapproval or abstention in any agenda, it shall be regarded that such agenda is unanimously approved by the resolution of the Meeting. While collecting the casted vote, the Chairman will precede the meeting in the next agenda. In addition, we will announce the vote counting of the previous agenda, when it is finished.

4. Meeting Resolution

This Meeting is the Annual General Meeting of Shareholders where the agenda will be considered as usual. The resolution of the Meeting will subject to the majority vote of the shareholder attended the Meeting and vote of agenda 1, 3, 4, 5 and 7.

For agenda 2 is not cast of vote as they are purposed for acknowledgement.

For agenda 6, to consider and approve remuneration of directors for year 2019 shall receive agreeing with the vote not less than two-third of the majority votes the shareholder attending the meeting.

5. In all agendas, there are no shareholders not entitled to vote.

Preliminary Proceeding

Ms. Jareeporn Jarukomsakul presided as Chairman of the Meeting stated that there were 27 shareholders equivalent to 935,142 shares attended the Meeting by themselves and proxy representing 29 shareholders equivalent to 9,563,865,175 shares and totally 56 persons equivalent to 9,564,800,317 shares or 98.5535 percent of the Company's total shares for voting (the issued shares of the Company sold 9,705,186,191 shares), and thereby the quorum was constituted so the Meeting shall be convened by following agendas:

Agenda 1      To certify the Minutes of the 2018 Annual General Meeting of Shareholders

The Chairman requested the Meeting to consider and approve the Minutes of the 2018 Annual General Meeting of Shareholders held on 30 April 2019. It has been distributed with this invitation to the shareholders already as Attachment 1.

- Translation -

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

Resolution The Meeting has considered and certified the Minutes of the 2018 Annual General Meeting of Shareholders with the following votes:

Vote Result	Vote	%
Approved	9,564,836,817	100
Disapproved	-	-
Abstained**	-	-
Voided**	-	-

Of the total votes of shareholders attending the Meeting and casting their votes.

\*\*Percentage not calculated because the voting is counted based on those who casted votes.

Agenda 2 To acknowledge the Company operating result of the year 2018

The Chairman invited Mr. David Richard Nardone, Group Executive Industrial and International, to present this agenda to the Meeting.

Mr. David Richard Nardone presented the Meeting to acknowledge the Company operating result of the year 2018 detailed as the Annual Report 2018 distributed to the shareholders with this invitation to the shareholders already in QR Code.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, then the Company Secretary informed the Meeting that since this agenda is proposed for acknowledgement, there has no vote casting.

Agenda 3 To consider and approve the Audited Statement of Financial Position and Statement of Income ended 31 December 2018

The Chairman requested Mr. Arttavit Chalernsaphayakorn, Chief Financial Officer, to present this agenda to the Meeting.

Mr. Arttavit Chalernsaphayakorn presented the Meeting to consider and approve the Audited Statement of Financial Position and Statement of Income ended 31 December 2018 which the auditors have been audited with the opinion given unconditionally,

- Translation -

detailed as attached in the Notice of Meeting in part of Annual Report which distributed to the shareholders already in QR Code, and summarized as below:

รายการ Description	งบการเงินรวม Consolidated Financial Statements	งบการเงินเฉพาะกิจการ Separated Financial Statements
▪ สินทรัพย์รวม Total Assets	49,371 ล้านบาท MB	28,600 ล้านบาท MB
▪ หนี้สินรวม Total Liabilities	22,046 ล้านบาท MB	14,768 ล้านบาท MB
▪ รวมส่วนของผู้ถือหุ้น Total Equity	27,325 ล้านบาท MB	13,832 ล้านบาท MB
▪ รายได้รวม Total Revenues	7,502 ล้านบาท MB	3,677 ล้านบาท MB
▪ รายได้รวมส่วนแบ่งกำไร Total Revenues including share of profit	9,351 ล้านบาท MB	-
▪ กำไรสุทธิ Net Profit	3,448 ล้านบาท MB	1,866 ล้านบาท MB
▪ กำไรต่อหุ้น Net Profit per share	0.36 บาทต่อหุ้น Baht/share	0.19 บาทต่อหุ้น Baht/share

The Chairman asked the Meeting if any shareholder might have question.

Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

Resolution The Meeting has considered and approved the Audited Statement of Financial Position and Statement of Income ended 31 December 2018 as proposed with the following votes:

Vote Result	Vote	%
Approved	9,564,960,118	100
Disapproved	-	-
Abstained**	-	-
Voided**	-	-

Of the total votes of shareholders attending the Meeting and casting their votes.

\*\*Percentage not calculated because the voting is counted based on those who casted votes.

## - Translation -

Agenda 4 To consider and approve the dividend and legal reserve

The Chairman requested Mr. Arttavit Chalernsaphayakorn, Chief Financial Officer, present to the Meeting.

Mr. Arttavit Chalernsaphayakorn stated the Meeting that the Board of the Directors have considered and proposing the Meeting for consideration and approval to distribute the dividend from the operation result on 1 January 2018 to 31 December 2018 at the amount of Baht 0.1545 per share, equivalent to the approximately 1,500 Million Baht.

The distribution of dividend payment for the shareholders whose name appeared in the share register book on 10 May 2019 at 12.00 p.m., and the said dividend will be paid within 24 May 2019.

The legal reserve has been fully reserved, thus, it's not additional reserved. It's proposed to the Meeting to approve the dividend and legal reserve as the above proposed.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

Resolution The Meeting has considered and approved the dividend as proposed and no legal reserve due to fully reserve with the following votes:

Vote Result	Vote	%
Approved	9,564,960,118	100
Disapproved	-	-
Abstained**	-	-
Voided**	-	-

Of the total votes of shareholders attending the Meeting and casting their votes.

\*\*Percentage not calculated because the voting is counted based on those who casted votes.

- Translation -

Agenda 5 To consider and approve the appointment of directors in replacement of those who are due to retire by rotation

The Chairman informed the Meeting that pursuant to the Company's Articles of Associations, at any Annual General Meeting of Shareholders, one-third of the directors, or, if the number is not a multiple of three, and then the number nearest to one-third, must retire from the Company. A retiring director is eligible for re-election. For the year 2019, the directors retiring by rotation are two persons as follows:

1. Mr. Vivat Jiratikarnsakul Director, Executive Committee and Chief Operating Officer
2. Mr. Somphong Wanapha Director

The Board of Directors has considered on the qualification, benefit of company's management with skills and experience; and agreed to propose the aforementioned persons being the two retiring directors for re-election.

For the directors' profiles were enclosed with the invitation which was distributed to the shareholders already.

The Chairman asked the Meeting if any shareholder might has question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote for individual director with one share one vote and such vote cannot be divided.

Resolution The Meeting considered and approved the appointment of directors in replacement of those who are due to retire by rotation to be the directors of Company for another term with the following votes:

Mr. Vivat Jiratikarnsakul	Vote	%
Approved	9,564,960,118	100
Disapproved	-	-
Abstained**	-	-
Voided**	-	-

Of the total votes of shareholders attending the Meeting and casting their votes.

\*\*Percentage not calculated because the voting is counted based on those who casted votes.

- Translation -

Mr. Somphong Wanapha	Vote	%
Approved	9,564,960,118	100
Disapproved	-	-
Abstained**	-	-
Voided**	-	-

Of the total votes of shareholders attending the Meeting and casting their votes.

\*\*Percentage not calculated because the voting is counted based on those who casted votes.

Agenda 6 To consider and approve the director's remuneration for the year 2019

The Chairman informed to the Meeting that the determination of remuneration of the Board of Directors and the sub-committees for the year 2019, the Board of Directors has considered on the appropriateness of same business's comparison, the company's business expansion and profit growth. The Board of Directors, thus, determined the remuneration of directors and sub-committees for the year 2019 in the line of Baht 20,000,000 which is equivalent to the amount of the year 2018, also the meeting allowance is equivalent to the rate of the year 2018 detailed as enclosed with the Notice of Meeting which was distributed to the shareholders already.

It's proposed to the shareholders to consider and approve the director's remuneration and allowance for directors and sub-committees for year 2019 as the above details.

The Chairman asked the Meeting if any shareholder might have question. Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

Resolution The Meeting considered and approved the director's remuneration in form of Meeting allowance and annual remuneration for directors and sub-committees for the year 2019 in the line of Baht 20,000,000 subject to the following vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting as followings:

Vote Result	Vote	%
Approved	9,564,960,118	100
Disapproved	-	-



- Translation -

Abstained**	-	-
Voided**	-	-

Agenda 7 To consider and approve the appointment of auditors and setting their remuneration

The Chairman requested Mr. Arttavit Chalernsaphayakorn, Chief Financial Officer, present to the Meeting.

Mr. Arttavit Chalernsaphayakorn clarified to the Meeting that for the appointment of Auditors and setting their remuneration of Auditors, the Board of Directors has considered and selected PricewaterhouseCoopers ABAS limited as the auditor of the Company and Subsidiaries because the audit office of PricewaterhouseCoopers ABAS Limited is the same auditor of WHA Corporation PLC as appointed by the parent company. Furthermore, their passed performance is qualified standard, professional in auditing, and including the appropriate the audit fee. It's proposed the shareholders to approve the appointment of auditors from PricewatrehouseCooper ABAS Limited as follows:

First Auditor	Mr. Chanchai Chaiprasit, certified public accountant No. 3760 (signed on the Company's Financial Statement for 3 year, 2016 – 2018) or
Second Auditor	Mr. Paiboon Tunkoon, certified public accountant No. 4298 (never signed on the Company's Financial Statement) or
Third Auditor	Mr. Boonrueng Lerdwiseswit, certified public accountant No. 6552 (never signed on the Company's Financial Statement)

The Auditor's remuneration for audit and review the separated Financial Statement of year 2019 is in the total amount of Baht 2,050,000 which is the same as year 2018.

## - Translation -

The proposed auditors have no relation to or any conflict of the interest with the Company/ Subsidiaries/ Executive/ major shareholders or any related person and has consistently performed their duty in professional manner.

It's proposed to the shareholders to approve the appointment of auditors and setting their remuneration as the above proposed.

The Chairman asked the Meeting if any shareholder might have question.

Since there was no question, the Chairman then asked the Meeting to vote in casted vote.

Resolution The Meeting has considered and approved to appoint Mr. Chanchai Chaiprasit, certified public accountant No. 3760 as the first auditor of the Company and in case that Mr. Chanchai cannot act as the Company's auditor, Mr. Paiboon Tunkoon, certified public accountant No. 4298 as the second auditor and Mr. Boonrueng Lerdwiseswit, certified public accountant No. 6552 as the third auditor will be on duty of the auditor of the Company, respectively with audit remuneration as above details with the following votes:

Vote Result	Vote	%
Approved	9,564,960,118	100
Disapproved	-	-
Abstained**	-	-
Voided**	-	-

Of the total votes of shareholders attending the Meeting and casting their votes.

\*\*Percentage not calculated because the voting is counted based on those who casted votes.

Agenda 8 To consider other business (if any)

The Chairman asked the Meeting if any shareholder might have question.

Mr. Somkiat Saleephattana, shareholder, asked on the following points;

- Translation -

- Where does the waste power plant locate? How much does the current capacity? And how much does the highest capacity?
- What is the proportion of the land purchased from IRPC and joint venture? What and when is the plan for further project?
- In 2019, what is the Directors' perspectives on company's growth?

Mr. David Richard Nardone answered the above questions as follows;

- The waste power plant is located in WHA CIE1 with the capacity of 8 megawatts. The highest productivity is 300 tons per day.
- The area of purchased land from IRPC is 2,152 rai. The Company's proportion in investment is 60% and the Company also got the project manager contract. The goal is to kick off the project in 2021 due to some adjustment of EIA of the current project.
- In 2019, the Company determines to lands on domestics Industrial Estate 1,400 rai and another 200 rai in Vietnam. For the backlog in 2018, there was a waiting to transfer areas approximately 780 rai equivalent to 2,3 Billion THB. This will help strengthen incomes in 2019.


Mr. Preecha Kunthakum, shareholder, asked what was the process of selling the shares if the shareholders wanted to sell in the future. And how to get the share certificate?


Ms. Jareeporn Jarukornsakul informed the shareholder that the Company has not have the buyback policy yet. As for the share certificate, the shareholders can contact Mr. Sirisak Kijraksa, Company Secretary for this matter.

Since there was no any further question, the Chairman thanked for all shareholders and proxies for attending the Meeting.

The Meeting adjourned at 11 a.m.

Signed by \_\_\_\_\_-Signature-\_\_\_\_\_ Chairman  
(Ms. Jareeporn Jarukornsakul)

<b>Name - Surname</b>	<b>Ms. Jareeporn Jarukornsakul</b>	
<b>Date of Birth</b>	20 July 1967	
<b>Position</b>	- Chairman of the Board of Directors - Chairman of the Executive Committee	
<b>Age</b>	52 years	
<b>Nationality</b>	Thai	
<b>Education</b>	- The Honorary PH.D. Degree in Logistics and Supply Chain Management, Christian University of Thailand - Master of Business Administration, Bangkok University - Bachelor of Public Health, Mahidol University	
<b>Training Program from Thai Institute of Directors (IOD)</b>	Director Accreditation Program (DAP) 210/2015 Director Certification Program (DCP) 94/2012 Corporate Governance for Capital Market Intermediaries (CGI) 17/2016	
<b>Other Training</b>	- Senior Executives on Justice Administration Program National Justice Academy, Office of Judiciary (Class 20/2015) - Capital Market Leader Program (Class 18/2014), Capital Market Academy - National Defense Course (Class 60/2017), National Defense College of Thailand - The Executive Program in Energy Literacy for a Sustainable Future (Class 2560), Thailand Energy Academy	
<b>Position in other listed companies</b>	3 Companies	
<b>Position in the Subsidiaries of WHA Industrial Development PLC.</b>	31 Companies	
<b>Position in rival companies / related companies</b>	1 Company	
<b>WHAID shareholding (as at 31 December 2019)</b>	None	
- Spouse	None	
- Minor Child	None	
<b>Percent of total shares with voting rights</b>	None	
<b>Meeting attendance in 2019</b>	- The Board of Directors' Meeting : 8 times from 8 times - The Executive Committee's Meeting : 9 times from 9 times	
<b>Prohibited Characteristics</b>	<b>No record of :</b> - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.	

Name - Surname	Mr. David Richard Nardone	
Date of Birth	15 December 1955	
Position	- Directors - Executive Committee Member - Group Executive Industrial and International	
Age	64	
Nationality	American	
Education	- Master of Business Administration, Northeastern University, Boston, USA	
Directorship Training Program from Thai Institute of Directors (IOD)	- Director Certification Program (DCP) 57/2005	
Position in other listed companies	2 Companies	
Position in the Subsidiaries of WHA Industrial Development PLC.	30 Companies	
Position in rival companies / related companies	None	
WAHID shareholding (as at 31 December 2019)	None	
- Spouse	None	
- Minor Child	None	
Percent of total shares with voting rights	None	
Meeting attendance in 2018	- The Board of Directors' Meeting : 8 times from 8 times	
	- Executive Committee's Meeting: 9 times from 9 times	
Prohibited Characteristics	<b>No record of :</b> - Criminal offence against property with dishonestly. - Conflict of Interest with the Company.	

## Attachment 4

### Documents for AGM, Agenda 6 Consideration and approval the director's remuneration for the year 2020

The Board of Directors' Meeting No. 1/2020 has considered the remuneration for directors and sub-committees as evaluated base on consideration of the duties, responsibilities, the Company's financial status and operating results in conformity with the market and other business both in the same business and in general. The Board of Directors agreed to propose the Shareholders' Meeting to consider and approve the remuneration of directors and sub-committees for the year 2020, details of each remuneration are as follows:

The meeting allowances and remuneration for the year 2020 in the amount of Baht 20,000,000 which amount the same as in 2019, which includes the equivalent rate of compensation and meeting allowance. Details of each remuneration are as follows:

<b>Remuneration</b>	<b><u>Total Annual Remuneration</u></b>	<b><u>Meeting Allowance (Baht)</u></b>
For Board of Directors	Chairman: 1,500,000/year Director: 1,000,000/year	Chairman: 50,000/time Director: 35,000/time
For Executive Committee	Chairman: 1,000,000/year Vice Chairman: 850,000/year Director: 750,000/ year	----- N/A -----

Affix duty stamp of Baht 20

**Proxy (Form A)**

-----

Made at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

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

(2) being a shareholder of WHA Industrial Development Public Company Limited holding \_\_\_\_\_  
\_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes as  
follows:

ordinary shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes; and

preferred shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes,

(3) I/we wish to appoint

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

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

(3) \_\_\_\_\_ age: \_\_\_\_ years, residing at No. \_\_\_\_\_, \_\_\_\_\_  
Road, Tambol/Kwaeng \_\_\_\_\_, Amphur/Khet \_\_\_\_\_, \_\_\_\_\_  
Province, Postal code \_\_\_\_\_

only of them as my/our proxy to attend and vote for me/us at the 2020 Annual General Meeting of Shareholders to be held on Monday 13th July 2020 at 10.00 hours, at Wasana Room, Golden Tulip Sovereign Hotel Bangkok, No. 92, Rama 9 Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok or such other date, time and place as may be adjourned.

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

Signed ( ) Grantor

Signed ( ) Proxy

Signed ( ) Proxy

Signed ( ) Proxy

**Remarks**

A shareholder must grant a proxy to only one person to attend the meeting and cast the votes. The number of shares held by a shareholder cannot be divided into several portions and granted to more than one proxy in order to divide the votes.







Affix duty  
stamp of  
Baht 20

**Proxy (Form B)**

Made at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

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

(2) being a shareholder of WHA Industrial Development Public Company Limited holding \_\_\_\_\_  
\_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes as follows:

ordinary shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes; and

preferred shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes,

(3) I/we wish to appoint

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

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

(3) \_\_\_\_\_ age: \_\_\_\_ years, residing at No. \_\_\_\_\_, \_\_\_\_\_  
Road, Tambol/Kwaeng \_\_\_\_\_, Amphur/Khet \_\_\_\_\_, \_\_\_\_\_  
Province, Postal code \_\_\_\_\_

only of them as my/our proxy to attend and vote for me/us at the 2020 Annual General Meeting of Shareholders to be held on Monday 13th July 2020 at 10.00 hours, at Wasana Room, Golden Tulip Sovereign Hotel Bangkok, No. 92, Rama 9 Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok or such other date, time and place as may be adjourned.

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

**Agenda No. 1 To certify the Minutes of the Annual General Meeting for the year 2019**

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

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

Approve  Disapprove  Abstain

**Agenda No. 2 To acknowledge the Company's operating performance for the fiscal year ended 31 December 2019**



**Agenda No. 3 To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2019 which were audited by the certified public accountant**

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

**Agenda No. 4 To consider and approve the dividend payment for the year 2019 and legal reserve**

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

**Agenda No. 5 To consider and approve the re-appointment of the directors who are retired by rotation**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve the appointment of all directors  
 Approve  Disapprove  Abstain  
 Approve the appointment of certain directors  
1. Name of the director Ms. Jareeporn Jarukornsakul  
 Approve  Disapprove  Abstain  
2. Name of the director Mr. David Richard Nardone  
 Approve  Disapprove  Abstain

**Agenda No. 6 To consider the determination of the directors' remuneration for the year 2020**

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

**Agenda No. 7 To consider and approve the appointment of auditors and annual auditing fee for the year 2020**

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

**Agenda No. 8 To consider and approve the amendment of Articles of Association in Article 23/1 Article 24 and insert new Article 35/1**

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

**Agenda No. 9 To consider other business (if any)**

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

- (5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
- (6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

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

Signed	(	)	Grantor
Signed	(	)	Proxy
Signed	(	)	Proxy
Signed	(	)	Proxy

**Remarks**

1. A shareholder must grant a proxy to only one person to attend the meeting and cast the votes. The number of shares held by a shareholder cannot be divided into several portions and granted to more than one proxy in order to divide the votes.
2. A proxy granted for the appointment of directors may be made for any particular director(s) or for all directors to be elected.
3. Any additional agenda can be specified in the attachment to the proxy form.



**Attachment to Proxy Form B**

A proxy is granted by a shareholder of WHA Industrial Development Public Company Limited.

For the 2020 Annual General Meeting of Shareholders to be held on 13th July 2020 at 10.00 hours, at Wasana Room, Golden Tulip Sovereign Hotel Bangkok, No. 92, Rama 9 Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok or such other date, time and place as may be adjourned.

-----

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: Appointment of Director (Continue)

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

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

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )  
Date:

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )  
Date:





Affix duty  
stamp of  
Baht 20

**Proxy (Form C)**

**(For foreign shareholders who have custodians in Thailand only)**

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

Acting as the custodian for \_\_\_\_\_  
being a shareholder of WHA Industrial Development Public Company Limited holding  
\_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes as follows:

ordinary shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes; and

preferred shares: \_\_\_\_\_ shares in total which are entitled to cast \_\_\_\_\_ votes,

- (2) Hereby appoint

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

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

(3) \_\_\_\_\_ age: \_\_\_\_\_ years, residing at No. \_\_\_\_\_, \_\_\_\_\_  
Road, Tambol/Kwaeng \_\_\_\_\_, Amphur/Khet \_\_\_\_\_, \_\_\_\_\_  
Province, Postal code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote for me/us at the 2020 Annual General Meeting of Shareholders be held on Monday 13th July 2020 at 10.00 hours, at Wasana Room, Golden Tulip Sovereign Hotel Bangkok, No. 92, Rama 9 Road, Bang Kapi Sub-disrict, Huay Kwang District, Bangkok or such other date, time and place as may be adjourned.

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

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

To grant a part of:

ordinary shares: \_\_\_\_\_ shares, entitled to cast \_\_\_\_\_ votes; and

preferred shares: \_\_\_\_\_ shares, entitled to cast \_\_\_\_\_ votes,

Total right to vote equal to \_\_\_\_\_ votes.



- (4) In this Meeting, I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

**Agenda No. 1 To certify the Minutes of the Annual General Meeting for the year 2019**

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

**Agenda No. 2 To acknowledge the Company's operating performance for the fiscal year ended 31 December 2019**

**Agenda No. 3 To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2019 which were audited by the certified public accountant**

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

**Agenda No. 4 To consider and approve the dividend payment for the year 2019 and legal reserve**

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

**Agenda No. 5 To consider and approve the re-appointment of the directors who are retired by rotation**

- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with the following instructions:  
 Approve the appointment of all directors  
 Approve  Disapprove  Abstain  
 Approve the appointment of certain directors  
1. Name of the director Ms. Jareeporn Jarukornsakul  
 Approve  Disapprove  Abstain  
2. Name of the director Mr. David Richard Nardone  
 Approve  Disapprove  Abstain

**Agenda No. 6 To consider the determination of the directors' remuneration for the year 2020**

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



**Agenda No. 7 To consider and approve the appointment of auditors and annual auditing fee for the year 2020**

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

**Agenda No. 8 To consider and approve the amendment of Articles of Association in Article 23/1 Article 24 and insert new Article 35/1**

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

**Agenda No. 9 To consider other business (if any)**

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

- (5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
- (6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

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

Signed	( )	Grantor
Signed	( )	Proxy
Signed	( )	Proxy
Signed	( )	Proxy

**Remarks**

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



**Attachment to Proxy Form C**

A proxy is granted by a shareholder of WHA Industrial Development Public Company Limited.

For the 2020 Annual General Meeting of Shareholders to be held on Monday 13th July 2020 at 10.00 hours, at Wasana Room, Golden Tulip Sovereign Hotel Bangkok, No. 92, Rama 9 Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok or such other date, time and place as may be adjourned.

-----

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: \_\_\_\_\_

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

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

Approve  Disapprove  Abstain

Agenda no. \_\_\_\_\_ Subject: Appointment of Director (Continue)

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

Name of Director: \_\_\_\_\_

Approve  Disapprove  Abstain

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

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )  
Date:

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )  
Date:



**Documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting**

The policy of the Board of The Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence for shareholders, investors, and all relevant parties. Accordingly, the Company believes that an inspection of documents or evidence showing identity of the shareholder or a representative of the shareholder entitled to attend the shareholders' meeting, which should be observed by the shareholders, would cause transparency, fair and benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

**1. Natural person**

**1.1 *Thai nationality***

- (a) Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (b) In case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**1.2 *Non-Thai nationality***

- (a) Passport of the shareholder; or
- (b) In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

**2. Juristic person**

**2.1 *Juristic person registered in Thailand***

- (a) Corporate affidavit, issued within 30 days by Commercial Registration Department, Ministry of Commerce; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

**2.2 *Juristic person registered outside of Thailand***

- (a) Corporate affidavit; and
- (b) Identification card or passport (in case of a foreigner) of the authorised director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarised by a notary public.

A shareholder or a proxy may register and submit the required documents or evidence for inspection before the meeting.

**Articles of Association  
of  
WHA INDUSTRIAL DEVELOPMENT PUBLIC COMPANY LIMITED  
CONCERNING THE SHAREHOLDERS MEETING**

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**Chapter 1 General**

- Clause 1           The terms referred to in these Articles shall have the following meaning unless otherwise specifically defined herein.
- “Company”           means WHA Industrial Development Public Company Limited
- “Law”                means the laws on public company limited, laws on securities and exchange, including other laws being enforceable to or relating to the operating of the company
- “Registrar”         means the registrar in accordance with the laws on public company limited
- “Share Registrar”   means a person acting as the share registrar of the company.
- Clause 2            The provisions of the laws shall apply to the relevant cases unless specifically provided in these Articles.
- Etc.

**Chapter 4 Board of Director**

- Clause 14           The Board of Directors of the company shall consist of not less than 5 directors, and not less than half of the number of directors shall have residence in the kingdom.
- The director is entitled to receive the remuneration from the company in the forms of money reward, meeting allowance, pension, bonus, or other forms of benefits in accordance with the Articles of Association or the consideration of the shareholders’ meeting which the remuneration may be either determined as a fixed sum or laid down as a criterion, and shall be determined from time to time or continuously effective until further change. In addition, the directors have the rights to receive allowance, and other welfare benefits in accordance with the company’s regulations.
- Etc.
- Clause 15           The Board of Directors shall be elected by the shareholders’ meeting subject to the following rules and procedures:
- 15.1   Each shareholder shall have one vote for each share held by him.
- 15.2   In the election of directors, the shareholders may cast votes for individual director on a one-by-one basis or on several-directors-as-a-team basis or by any other means deemed appropriate by the shareholders. In each voting, the shareholders must cast all the votes he has under sub-clause 15.1 above, the votes shall not be split for any one or any team more or less.
- 15.3   The voting for election of directors shall be decided by a majority vote. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.
- Clause 16           At any the Annual Shareholders’ Meeting, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from offices. A retiring director under this clause is eligible for re-election.
- Etc.

**Chapter 5 Shareholders' Meeting**

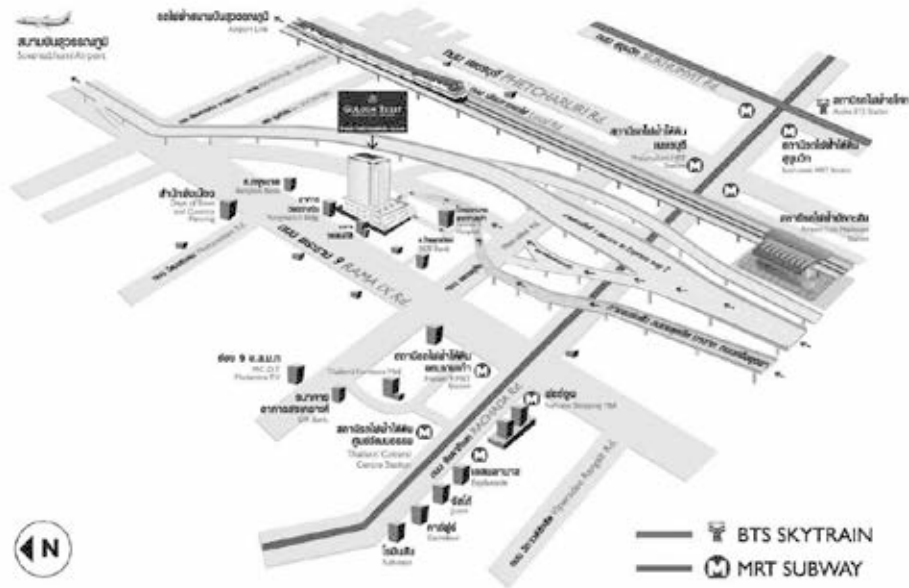
Clause 36 At the shareholders' meeting, the quorum shall consist of the shareholders and the proxies (if any) attending the meeting not less than 25 persons or not less than a half of the total number of the shareholders and whose aggregate shares amounting to not less than one-third of the total amount of shares issued.

In case it appears that at any shareholders' meeting, when the appointed time passes for one hour, the number of shareholders attending the meeting cannot form the quorum as provided, the meeting, if summoned upon the request of the shareholders, shall be cancelled. If the Shareholders' Meeting has not been summoned upon the request of the shareholders, another meeting shall be summoned and the notice of such meeting shall be sent to the shareholders not less than 7 days before the date of the meeting. And at such subsequent meeting, no quorum shall be required.

Clause 37 At the Shareholders' Meeting, a shareholder may appoint another person as his/here proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.

Etc.

**MAP OF THE SHAREHOLDERS MEETING FOR THE YEAR 2020 VENUE**



**Golden Tulip Sovereign Hotel Bangkok**

**Wasana Room, No. 92, Rama 9 Road, Huay Kwang, Bangkok**

**Tel. (66) 02-641-4777**

**Fax. (66) 02-641-4884**

**Website: [www.goldentulipbangkok.com](http://www.goldentulipbangkok.com)**

**Measures and practices for the 2020 Annual General Meeting of Shareholders  
Under the circumstance of Coronavirus 2019 (COVID-19)**

WHA Industrial Development Public Company Limited is deeply concerned for the safety and well-being of all shareholders who will be participating in the meeting. Therefore, the Company strongly requests your cooperation to strictly follow the precautionary measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of coronavirus 2019 (COVID-19) outbreak.

- 1. The Company requests for cooperation from all shareholders to consider appointing the Company's director as proxy to attend and cast votes on their behalf.**

By sending the proxy form via

Corporate Secretary Office,  
WHA Industrial Development Public Company Limited  
No. 9, UM Tower, 18th Floor, Ramkhamhaeng Road,  
Suanluang, Bangkok, 10250

- 2. In the case that any shareholder or proxy-holder still wants to attend in person**

The company would like to request attendees for cooperation to follow the company's measures as follows:

- 2.1 The company refrains from providing food and beverages, and absolutely ask for cooperation to refrain from eating in the meeting area in order to minimize the risk of spreading the disease.**
- 2.2 Request for Shareholders' cooperation to inform your attention to the Company in advance**

The Company will arrange the seat with appropriate social distancing at the minimum of 1.5 meter from each other, which will significantly reduce the number of seats available in the Meeting room venue. For the shareholders who wish to attend the meeting, the Company would like to request your kind cooperation to inform the Company in advance via email to [ir@wha-group.com](mailto:ir@wha-group.com) from 12 June to 30 June 2020 in order to reserve seats in advance.

If the seats are all taken by the prior attendees, the un-reserved participants will be not allowed to enter the Meeting room, who attend the Meeting in person, are required to grant a proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.



**2.3 Request for Shareholders' cooperation to strictly follow the precautionary measures and guidelines under the circumstance of coronavirus 2019 (COVID-19) outbreak as follows:**

1. The Company will have a screening point for checking every attendee's body temperature in front of the company entrance. In this regard, the Company would like to request for strict cooperation from all attendees to keep distance of at least 1 meter apart while queuing at the screening point, document checkpoint or registration point. If there is any suspect case, e.g. any persons returning from an at-risk country according to the Notification of the Ministry of Public Health Re: Territories outside the Kingdom of Thailand defined as Disease Infected Zones for Coronavirus Disease 2019 (COVID-19) B.E. 2563 (2020) dated 2 March 2020 or any other countries where the Company deems an at-risk country in less than 14 days, including those who have had close contact with those who visited or returned from such countries in less than 14 days, or having fever (has a body temperature of more than 37.5 degrees Celsius) or showing any respiratory symptoms such as coughing, sneezing, runny nose, sore throat or breathing difficulties or showing any sign or indication of COVID-19 infection, the Company requests cooperation in not allowing those in the risk group to participate in the meeting. The company will arrange for you to appoint a proxy on your behalf.
2. Participants will be invited to sit at an appropriate social distance. The Company will arrange the seat with appropriate social distancing at the minimum of 1.5 meter from each other. Therefore, each attendee is required to sit as specified for the benefits of the disease prevention or following up in case of any unforeseen circumstances. In the event that the seats are all taken by the prior attendees, the Company will request you to appoint a proxy on your behalf.
3. The Company requests that every shareholder who passed through the screening point and would like to attend the 2020 Annual General Meeting of Shareholders to follow these recommendations:
  - 1) Wear a facemask throughout the duration of the meeting
  - 2) Wash your hands with soap or hand sanitizer
  - 3) Avoid touching your face (eyes, nose and lips) whenever possible
  - 4) Avoid touching or sharing personal items with others

- 5) Please leave the Meeting if you develop a fever, cough, runny nose, sore throat or breathing difficulties
4. To ensure a smooth meeting, if the shareholders have any questions, the company requests that you write the questions on paper and put them in the question box instead of asking questions through the microphone.
5. Participants must truthfully fill out the survey form for screening Coronavirus 2019 (COVID-19). In the event that you conceal your health information or travel history, it is considered that you have committed an offense under the Communicable Disease Act B.E. 2558 (2015). Participants must be aware and allow the company to exercise any rights in accordance with the law and relevant government measures. In the event that any attendees do not cooperate in strict compliance with the aforementioned measures, the Company reserves the right to attend the meeting of said person and ask the shareholders to consider appoint a proxy on their behalf.
6. If there are any changes in the situation or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website <https://www.wha-industrialestate.com>





**บริษัท ดับบลิวเอชเอ อินดิสทรีแยล ดีเวลอปเม้นท์ จำกัด (มหาชน)  
WHA INDUSTRIAL DEVELOPMENT PUBLIC COMPANY LIMITED**

ชั้น 18 อาคารยูเอ็มทาวเวอร์ ถนนรามคำแหง  
อำเภอสวนหลวง จังหวัดกรุงเทพฯ 10250 ประเทศไทย  
โทร : 66-2719-9555 โทรสาร : 66-2719-9546-7  
ทะเบียนเลขที่ : บมจ.01075360000676

18<sup>th</sup> Floor, UM Tower, 9 Ramkhamhaeng Road,  
Saunluang, Bangkok 10250 Thailand  
Tel : 66-2719-9555 Fax : 66-2719-9546-7  
Registration No. : BORMORJOR.01075360000676



[www.wha-industrialestate.com](http://www.wha-industrialestate.com)