

# NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS NO. 1/2020

WHA INDUSTRIAL DEVELOPMENT COMPANY LIMITED

ON MONDAY, 21 DECEMBER 2020 AT 13.30 HRS.

at Wasana Room, 3rd 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 independent 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 Extraordinary General Meeting of Shareholders No. 1/2020 Under the circumstance of Coronavirus 2019 (COVID-19).

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WHA Industrial development public company limited

18<sup>th</sup> Floor, UM Tower, 9 Ramkhamhaeng Road, Saunluang, Bangkok 10250 Thailand  
Tel : 66-2719-9555 Fax : 66-2719-9546-7 www.wha-group.com, www.wha-industrialestate.com

4 December 2020

Subject: Notice of the Extraordinary General Meeting of Shareholders No. 1/2020

To: Shareholders

- Enclosures:
1. Copy of the Minutes of the 2020 Annual General Meeting of Shareholders
  2. Proxy form A, B, and C
  3. List of documents required to bring along on the date of Meeting
  4. Copy of the Company Article of Association concerning to the meeting
  5. Map of the Meeting venue
  6. Precautionary measures and practices for the Extraordinary General Meeting of Shareholders No. 1/2020 under the circumstance of Coronavirus 2019 (COVID-19) outbreak

NOTICE of WHA Industrial Development Public Company Limited is hereby given that the Extraordinary General Meeting of Shareholders No. 1/2020 will be held on Monday 21<sup>st</sup> December 2020 at 13.30 hrs., 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 2020 Annual General Meeting of Shareholders**

**Objectives and Rationale:**

The Company held the 2020 Annual General Meeting of Shareholders on 13<sup>th</sup> July 2020. The Meeting was requested to consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders, details of which are attached in Attachment 1.

Furthermore, in the following meeting of shareholders, there would not be an agenda to certify the Minutes of the previous shareholder meeting since there is no requirement under any applicable law that the Company has to obtain a resolution to certify the previous Minutes of the Shareholders Meeting. Furthermore, any resolution passed in the meeting is legally effective immediately upon the end of such meeting without having to propose to the shareholders to certify in the next meeting.

In this regard, the Minutes of the meeting would be published on the Company's website within 14 days from the meeting date. The shareholders may inquire or give any comments within 1 month from the meeting date through the Company Secretary.

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 2020 in which the Board had considered and viewed that the Minutes of the Meeting has been properly recorded and recommended the Meeting to remove the agenda to certify the Minutes of the Shareholders Meeting in the next meeting.

## **Agenda 2 To consider and approve the change of the Company's Head Office address**

### Objectives and Rationale:

According to WHA Group has planned to move to the New Office at "WHA TOWER" at the early of the year 2021. The Company would move to WHA TOWER same as WHA Corporation Public Company Limited, a Parent company as below:

**Present:** No. 9, UM Tower, 18th Floor, Ramkhamhaeng Road, Suan Luang Sub-district, Suan Luang District, Bangkok 10250

**Propose:** **No. 777, WHA TOWER, 23rd-25th Floor, Moo. 13, Debaratna Road (Bangna-Trad) KM. 7, Bang Kaeo, Bang Phli, Samut Prakarn Province 10540**

Board's opinion: The Board viewed that this issue shall be proposed to the Shareholders Meeting to consider and approve the change of the Company's Head Office address. The change of the Company's Head Office is to accumulate WHA Group together to gain convenience and flexibility in business operation.

## **Agenda 3 To consider and approve the amendment to Clause 5 (Office Location) of the Memorandum of Association**

### Objectives and Rationale:

According to the change of the Company's Head Office address to another province, from Bangkok to Samut Prakarn, It is required to amend the Clause 5 of the Memorandum of Association to comply with the Public Company Limited Act B.E. 2535. The details are as follows:

**Present:** Clause 5. The Company's Head Office will address at Bangkok.

**Propose:** Clause 5. The Company's Head Office will address at Samut Prakarn Province.

Board's opinion: The Board viewed that this issue shall be proposed to the Shareholders Meeting to consider and approve the amendment to Clause 5 (Office Location) of the Memorandum of Association to comply with the Public Company Limited Act B.E. 2535.

## **Agenda 4 To consider other business (if any)**

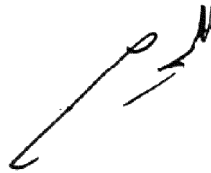
Due to the current outbreak of Coronavirus 2019, the Company is concerned about the health and safety of the shareholders, therefore, the Company would like to encourage the shareholders to consider granting a proxy to the directors of the Company to attend the Meeting on your behalf. Any shareholder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

any person or any director, shall complete the proxy form in Attachment 2 and submit to the Company prior attending the meeting. Please bring your document and evidence as the Attachment 3 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 4, the venue map for this meeting of shareholders is attached as the Attachment 5 and the Precautionary Measures and Practice to prevent the spread of Coronavirus disease 2019 as Attachment 6. In this regard, the Company would like to apologize for any inconvenience this may have caused.

The Company has determined the closing date of the shareholder register book to determine the rights to attend the Extraordinary General Meeting of Shareholders No. 1/2020 from 2 December 2020 at 12.00 hrs. onwards until the Extraordinary General Meeting of Shareholders No. 1/2020 will be completed.

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



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



**WHA INDUSTRIAL DEVELOPMENT PUBLIC COMPANY LIMITED  
MINUTES OF THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
13 JULY 2020**

**DATE, TIME AND PLACE**

The Meeting was held on Monday 13 July 2020 at 10.00 hrs. at Wasana Room, 3<sup>th</sup> Floor, Golden Tulip Sovereign, No. 92 Rama 9 Road, Bang Kapi Sub-District, Huay Kwang District, Bangkok.

**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, Chairman of the Executive Committee, and Group Chief Executive Officer |
| 2. | Mr. David Richard Nardone   | Director, Executive Committee Member, and Group Executive Industrial and International                     |
| 3. | Mr. Vivat Jiratikarnsakul   | Director, Executive Committee Member, and Chief Operating Officer  |
| 4. | Mr. Krailuck Asawachatroj   | Director, Executive Committee Member, Chief Strategic Officer, and Chief Financial Officer                 |
| 5. | Mr. Somphong Wanapha        | Director   |
| 6. | Mr. Chavalit Sethameteekul  | Director   |
| 7. | Mr. Prateep Charoenporn     | Director   |

**Executives**

- |    |                              |                            |
|----|------------------------------|----------------------------|
| 1. | Mr. Jakrit Chaisanit         | Co-Chief Operating Officer |
| 2. | Mr. Narong Kritchanchai      | Chief Legal Officer        |
| 3. | Mr. Somsak Boonchoyruengchai | Chief Accounting Officer   |

**Company Secretary**

Mr. Sirisak Kijraksa

**Auditor from PRICEWATERHOUSECOOPERS ABAS LTD.**

Mr. Aekapong Muttaraid

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 shareholder has a vote of disapproval or abstention, he/she shall raise his/her hand and the staff 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 staff 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 shareholder 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.

Any casted vote with no signature affixed 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 voted. In the case of an equality of votes, the Chairman of the Meeting shall be entitled to a second casting 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 the director's remuneration for the year 2020 shall receive agreeing with the vote not less than two-third of the total votes of the shareholder attending the meeting.

For Agenda 8, to consider and approve the amendment of Articles of Association in Article 23/1 Article 24 and insert new Article 35/1 shall receive agreeing with the vote not less than 75% of the total votes of the shareholder attending the meeting and having the rights to vote under the Articles of Association Clause 39

5. In all agendas, there are no shareholders not entitled to vote.
6. Due to the current situation of the Covid-19 pandemic, the Company is concerned regarding the safety of the meeting attendees. Thus, the Company would like to request for cooperation from the Shareholders to follow the precautionary measures and guidelines to prevent the spread of Covid-19 as follows:
- 1) Wear a facemask throughout the duration of the meeting
  - 2) Wash your hands or hand sanitizer at the various spots provided by the Company
  - 3) The Company has arranged the seat with appropriate social distancing at the minimum of 1 meter from one another and we would like to request for strict cooperation from attendees to sit in their assigned seat, in which records will be taken for all of the seats.
  - 4) Avoid eating in the Meeting venue
  - 5) The Company would like to request for cooperation from all shareholders who appear to have fever, coughing, sneezing, runny nose, sore throat or breathing difficulties to leave the Meeting venue immediately.
  - 6) To reduce the risk of spreading diseases, the Company requests that you write the questions on the paper and put them in the question box. There will have the Company's staff to take the box to receive the question form.

### **Preliminary Proceedings**

Ms. Jareeporn Jarukornsakul presided as Chairman of the Meeting stated that there were 11 shareholders equivalent to 27,700 shares attended the Meeting by themselves and proxy representing 21 shareholders equivalent to 9,563,967,906 shares and totally 32 persons equivalent to 9,563,995,606 shares or 98.5452 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 2019 Annual General Meeting of Shareholders**

The Chairman requested the Meeting to consider and approve the Minutes of the 2019 Annual General Meeting of Shareholders held on 29 April 2019. It has been distributed as shown in Attachment 1 with this invitation to the shareholders.

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 2019 Annual General Meeting of Shareholders with the following votes:

<b>Vote Result</b>	<b>Vote</b>	<b>%</b>
Approved	9,563,995,606	100.0000
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 2019**

The Chairman invited Mr. David Richard Nardone, Group Executive Industrial and International presented to the Meeting regarding the 2019 business performance and invited Mr. Krailuck Asawachatroj, Chief Strategy Officer, and Chief Financial Officer to present to the Meeting regarding the 2019 financial results.



Mr. David Richard Nardone and Mr. Krailuck Asawachatroj jointly presented to the Meeting to acknowledge the Company operating result of the year 2019 including the Management Discussion and Analysis (MD&A) and the financial results as detailed shown in the Annual Report 2019 which distributed to the shareholders in QR Code with this invitation to the shareholders.

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

Mr. Thitipong Sophonudomporn, shareholder, questioned as follows:

1. From the financial statements, the Company has current liabilities of 8,051 Million Baht, in the COVID-19 situation, how does the Company have a guideline for financial liquidity's management? (credit line, Issuance of debentures, Guidelines for loan repayments and deferring debt payment)
2. How much the Company's sale target or the Company's income of this year? And due to the investors unable to travel, has there been decrease the sale's target or the Company income?

Mr. Krailuck Aswachatroj, answer the question in item 1. that the management of the financial liquidity, the Company has two main targets. Part 1, the financial costs, the Company would like to keep financial cost low as possible. Part 2, liquidity, if we look at the ratio of debt to equity or to operation will be at the very low level.

In addition, the Company has negotiated with financial institute and capital market that clause the debt management of the Company have been efficient. Moreover, the Company has sufficient facilities to support our operation and have a credit line with bank that is more than the debt of 8,051 Million Baht.

Mr. David Richard Nardone, answer the question in item 2. that the sale's target of this year. For the Industrial Estate in Thailand, there are approximately 1,200 Rais and in Vietnam are approximately 250 Rais. The Company was affected by the investors' traveling into the country. However, at the present in Thailand, the Company has customers who have signed a Memorandum of Understanding (MOU) about 240 Rais on the commercial terms, but due to travel issues, they may postpone the contract's signing. For Vietnam, the Company believed that sales volume will be higher than the target of 250 Rais.

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 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 Chairman invited Mr. Krailuck Asawachatroj, Chief Strategic Officer and Chief Financial Officer presented the details of this agenda to the Meeting.

Mr. Krailuck Asawachatroj presented the Meeting 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 with the opinion given unconditionally, detailed as attached in the Annual Report 2019 which distributed to the shareholders in QR Code and summarized as below:

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

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

Mr. Thitipong Sophonudomporn, shareholder, questioned as follows:

1. Refer to the Note to financial statements No. 14 Other long-term investment that “The Group has contingent liabilities relating to guarantee of Glow IPP Co., Ltd.’s loan by ordinary shares of such company”. What is the reason for the loan guarantee? and what is the credit line and terms of guarantee ?
2. Refer to the Annual Report page 48 Available-for-sale investments, what is the purpose of investing in this item? Is the risk too high for the Company?

Mr. Krailuck Asawachatroj, Chief Strategic Officer and Chief Financial Officer, explained that Glow IPP Co., Ltd. (Glow IPP) makes a loan. The Company is

shareholder of Glow IPP. The Guarantee should be jointly guarantee with another major shareholder and Glow IPP operated Power plant business that has low risk.

For the second question, the Company will record the asset that waiting to sell to HREIT into the Available-for-sale investments item in financial statement.

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

**Resolution** The Meeting resolved to 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 as proposed with the following votes:

Vote Result	Vote	%
Approved	9,563,955,606	100.0000
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 4** **To consider and approve the dividend payment for the year 2019 and legal reserve**

The Chairman invited Mr. Krailuck Asawachatroj, Chief Strategic Officer and Chief Financial Officer, present the details of this agenda to the Meeting.

Mr. Krailuck Asawachatroj presented to the Meeting that according to the Company's performance and financial statement, the net profit for year 2019 is the amount of 3,097.79 Million Baht. 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 shareholders' meeting 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

Due to the company has paid the interim dividend as mentions above. Therefore, it's proposed to the Meeting to approve the omitted dividend payment for the operating performance of the year 2019 and legal reserve, the Company has fully legal reserved the amount as specified by law.

Therefore, it's proposed to the Meeting as follows:

- 1) To acknowledge the two payment of interim dividend with 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 the omitted the additional dividend payment for the operating performance of the year 2019 and no allocation of the net profit for legal reserve, the Company has fully legal reserved the amount as specified by law.

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 resolved to approve the omitted dividend payment and no allocation of the net profit for legal reserve due to fully legal reserved of the amount as specified by law with the following votes:

Vote Result	Vote	%
Approved	9,563,995,606	100.0000
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 5 To consider and approve the re-appointment of the directors who are retired by rotation**

The Chairman assigned Mr. Chavalit Sethameteekul, Director to inform the details of this agenda to the Meeting.

Mr. Chavalit Sethameteekul informed to 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, then the number nearest to one-third, must retire from the Company. A retiring director under this clause is eligible for re-election. In the present, the directors retiring by rotation are two persons as follows:

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

In case of 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 as specified in the Public Company Limited Act B.E. 2535 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) agreed to propose two directors who retires by rotation to be the directors of the company for another term.

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

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 resolved to approve 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:

**1. Ms. Jareeporn Jarukornsakul**

Vote Result	Vote	%
Approved	9,563,995,606	100.0000
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

**2. Mr. David Richard Nardone**

Vote Result	Vote	%
Approved	9,563,995,606	100.0000
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 2020**

The Chairman informed to the Meeting that the determination of remuneration of the Board of Directors and the sub-committees for the year 2020, the Board of Directors has considered on the appropriateness by comparing with the other

business and the same business including the company's business expansion and profit growth.

The Board of Directors determined the remuneration of directors and sub committees for the year 2020 in amount of 20,000,000 Baht which is equivalent to the rate of the year 2019, also the meeting allowance is equivalent to the rate of the year 2019, the detailed as enclosed with the Notice of Meeting which was distributed to the shareholders.

<b>REMUNERATION</b>	<b><u>Total Annual Remuneration (Baht)</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 -----

It's proposed to the shareholders to consider and approve the director's remuneration and allowance and sub-committees for year 2020 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 resolved to approve the director's remuneration in form of Meeting Allowance and Annual Remuneration and sub-committees for the year 2020 in the amount of 20,000,000 Baht 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:

<b>Vote Result</b>	<b>Vote</b>	<b>%</b>
Approved	9,563,995,606	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-

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

The Chairman requested Mr. Krailuck Asawachatroj, Chief Strategic Officer and Chief Financial Officer, present to the Meeting.

Mr. Krailuck Asawachatroj informed to the Meeting that the appointment of Auditors and setting their remuneration for the year 2020, the Board of the Directors have considered and selected PricewaterhouseCoopers 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. It's proposed the shareholders to approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. 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. Boomrueng Lerdwisewit, certified public accountant No. 6552

The auditor's remuneration for the auditing and reviewing of the Company's Financial Statements, the Board of Directors deems it appropriate propose to the shareholders' meeting to consider and determine the annual auditing fee for the year 2020 in the total amount of 2,097,150 Baht.

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 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 resolved to approve the appionment Mr. Chanchai Chaiprasit, certified public accountant No. 3760 as the first auditor of the Company for the year 2020 and in the 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. Boomrueng Lerdwiseswit, certified public accountant No. 6552 as the third director will be on duty of the auditor of the Company, respectively with audit remuneration as the above details with the following votes:

Vote Result	Vote	%
Approved	9,563,995,606	100.0000
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 and approve the amendment of Articles of Association in Article 23/1 Article 24 and insert new Article 35/1**

The Chairman requests Mr. Narong Kritchanchai, Chief Legal Officer, to present this agenda to the Meeting.

Mr. Narong Kritchanchai informed to the Meeting that in order to comply with the Emergency Decree on Electronic Meeting B.E. 2563 that was effective on 19 April 2020. The Company would like to propose the amendment the Article of Association are as follows:

Previous	Propose
Amendment	
<p><b>Article 23/1</b> The Board of Directors' Meeting by electronic conference shall be in line with the following rule.</p> <p>(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;</p> <p>(2) The directors who attend the conference shall enable to mutually convene, discuss</p>	<p><b>Article 23/1</b> The Board of Directors Meeting can be held via electronic media, such Meeting shall comply with the rules specified by the laws.</p>

Previous	Propose
<p>and express their opinions via electronic media;</p> <p>(3) The Chairman of the Meeting shall arrange the directors who attend the conference to show up for attending electronic conference before conference attendance;</p> <p>(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</p> <p>(5) The meeting shall be in accordance with the electronic conferencing security standard prescribed in notifications of the related government agencies.</p>	
<p><b>Article 24</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 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><b>Article 24</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 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>

Previous	Propose
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.	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.
Insert new Article	
<b>Article 35/1</b>  <i>None.</i>	<b>Article 35/1</b> The General Meeting of Shareholders can be held through electronic media and such Meeting shall comply with the rules specified by the laws.

It's proposed to the Meeting to approve the amendment of the Company's Article of Association, Article 23/1, Article 24 and inserting new Article 35/1 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 has resolved to approve the amendment of the Company's Article of Association Article 23/1, Article 24 and inserting new Article 35/1 as proposed with a vote of not less than 75% of total votes of shareholders attending the Meeting and having the rights to vote as below:

Vote Result	Vote	%
Approved	9,563,995,607	100.0000
Disapproved	-	-
Abstained	-	-
Voided	-	-



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 Extraordinary General Meeting of Shareholders No. 1/2020 to be held on Monday 21<sup>st</sup> December 2020 at 13.30 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.

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 Extraordinary General Meeting of Shareholders No. 1/2020 to be held on Monday 21<sup>st</sup> December 2020 at 13.30 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 of Shareholders 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. 2 To consider and approve the change of the Company's Head Office address**

(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. 3 To consider and approve the amendment to Clause 5 (Office Location) of the Memorandum of Association**

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

**Agenda No. 4 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.



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 the Extraordinary General Meeting of Shareholders No. 1/2020 be held on Monday 21<sup>st</sup> December 2020 at 13.30 hours, at Wasana Room, Golden Tulip Sovereign Hotel Bangkok, no. 92 Soi Saengcham, Rama 9 Road, Huay Kwang, 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 of Shareholders 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. 2 To consider and approve the change of the Company’s Head Office address**

- (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. 3 To consider and approve the amendment to Clause 5 (Office Location) of the Memorandum of Association**

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

**Agenda No. 4 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.

**Documents or evidence showing an identity of the shareholder or the 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**

.....

**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 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.

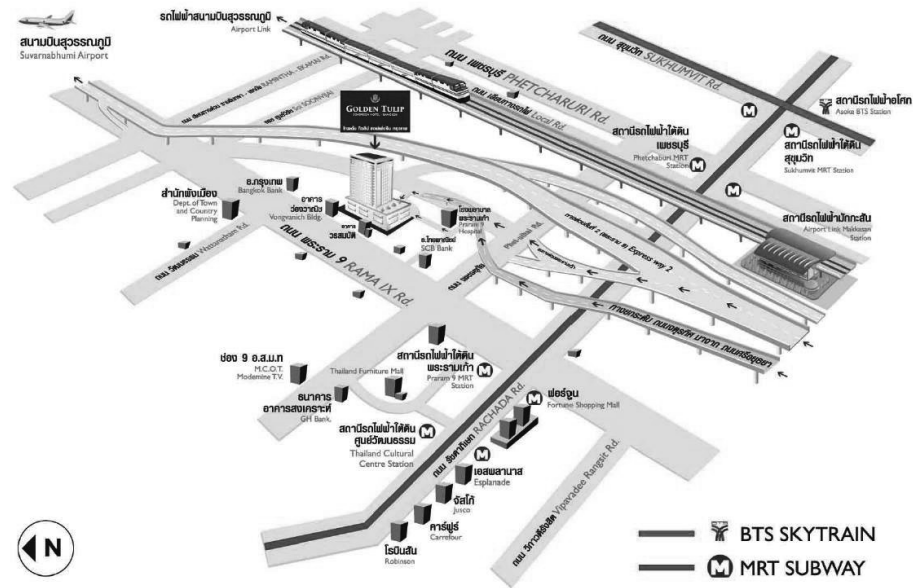
Etc.

Clause 39 The resolution of the shareholders' meeting shall consist of the following votes:

- (1) In normal circumstances, the majority votes of the shareholders who attend the meeting and cast voting. If there is an equal number of votes, the Chairman of the Meeting shall cast another vote as the casting vote.
- (2) In the following cases, the votes shall not be less than 75% of the total votes of the shareholders attending the meeting and have the right to vote.
  - a. sale or transfer of all or part of the company's business to another person
  - b. acquisition or transfer of the business of other companies or private companies to the company
  - c. amendment or termination agreement regarding the lease of all or part of the company's business
  - d. assigning someone else to manage the company's business
  - e. merger business of other persons with the objective is to share profit and loss
  - f. amendment of the Memorandum of Association or Articles of Association
  - g. increase or decrease of the company's capital or issuance of debentures
  - h. merger or dissolution

Etc.

**MAP OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDRES  
NO. 1/2020 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 Extraordinary General Meeting of Shareholders No. 1/2020  
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 Extraordinary General Meeting of Shareholders No. 1/2020 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,  
Suan Luang, 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 19 November 2020 to 15 December 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>