



# Invitation Letter to the 2021 Annual General Meeting of Shareholders

J.R.W. Utility Public Company Limited

**Tuesday 20<sup>th</sup> April 2021  
at 10.00 hrs.**

**By meeting through electronic media**

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Under the situation of the new coronavirus outbreak 2019, the company has awareness and concern for the health and safety of shareholders. Attendance And all those who participate in the meeting very much For that reason The Board of Directors has resolved to hold the 2021 Annual General Meeting of Shareholders in the form of electronic media (E-EGM) in accordance with the Emergency Decree on Meeting via Electronic Media in accordance with the Emergency Decree on Meeting via Electronic Media. 2 0 2 0 Announcement of the Ministry of Digital Economy and Society on Security Standards for Electronic Conference 2020 and Related Laws By refraining from shareholders to attend the meeting at the meeting venue on the specified date and time.





March 29, 2021

**Subject:** Notice of the 2021 Annual General Meeting of Shareholders

**Attention:** Shareholders of J.R.W. Utility Public Company Limited

- Enclosures**
1. Registration Form
  2. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020
  3. Form 56 - 1 One Report for the year 2020
  4. Profiles of the nominated directors to replace those retired by rotation
  5. Definition of the Independent Director
  6. Profiles of the Company's auditor for the year 2021
  7. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
  8. Company's articles of association relating to shareholders' meeting
  9. Proxy form
  10. Profiles of Independent Directors being nominated as proxies
  11. Procedures for attending the 2021 Annual General Meeting of Shareholders
  12. Map of the venue for the meeting

The Board of Directors of J.R.W. Utility Public Company Limited (**the Company**) has resolved to hold the 2021 Annual General Meeting of Shareholders on Tuesday, April 20, 2021, 10:00 hrs., via the electronic media by relaying from the meeting room J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkhen, Bangkok, to consider matters under the agendas as follows:

**Agenda 1.** To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020

**Facts and Rationale**

The Extraordinary General Meeting of Shareholders No.1/2020 was held on August 19, 2020, which the copy of the Minutes was accurately recorded according to the meeting resolution

**Board's Opinion**

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020 held on August 19, 2020 and considered that it was accurately recorded according to the meeting resolution. A copy of the Minutes is attached as Enclosure 2.

**Resolution**

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 2. To acknowledge the report on the Company's operating result for the year 2020 ended on 31 December 2020

**Facts and Rationale**

Summary of the Company's operating results for the fiscal year ended on 31 December 2020:

Unit: Million Baht

Current assets	2,047.89
Total assets	2,267.86
Current liabilities	742.71
Total liabilities	808.54
Total revenue	1,281.82
Net Profit	88.17

Detailed information on the operating results and financial position of the Company for the year 2020 has been provided in form 56 - 1 One Report (Subject 3: Financial Position and Operation Result) in the QR Code format together with notice of the 2021 Annual General Meeting of Shareholders, attached hereto (see detail in Enclosure 3).

**Board's Opinion**

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to acknowledge the Company's operating results for the year 2020, details appeared in Enclosure 3.

**Resolution**

Notice to acknowledge, there is no resolution for this agenda.

Agenda 3. To consider and approve the audited consolidated financial statements for the year 2020 ended 31 December 2020

Facts and Rationale

According to the Public Limited Companies Act B.E. 2535 (1992), Section 112 requires the board of directors must cause to be made a balance-sheet (statement of financial position) and a profit and loss account as of the end of the company's accounting year, and reviewed by an auditor prior to their submission to a meeting of shareholders for consideration and approval.

The Board of Directors provided the audited financial statements for the fiscal year ending December 31, 2020 which reviewed by the Audit Committee to propose to the meeting to consider and approve to comply with the Public Limited Companies Act B.E. 2535 (1992) (see details in Enclosure 3).

Board's Opinion

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the consolidated financial statements as of the end of December 31, 2020 which has been reviewed by the Company's auditor and provided in form 56 - 1 One Report (Subject: Statement of Financial Position) in the QR-Code format together with notice of the 2021 Annual General Meeting of Shareholders, attached hereto (see detail in Enclosure 3).

Resolution

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

**Agenda 4. To consider and approve the appropriation of profit as legal reserve**

**Facts and Rationale**

Regarding to section 115 of the Public Limited Companies Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Also, under section 116 and article 54 of the Company's Articles of Association that a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

The Company has the policy to pay dividends at a rate of not less than 40% of the net profit from the separate financial statements of the Company after legal reserves. Nevertheless, the Company may consider paying dividends different from the policy set, depending on the operating results, financial position, and liquidity, the need of working capital in business operations, business expansion, including economic conditions.

In respect of the Company's operating results ended December 31, 2020 and the audited separate financial statements for the fiscal year ended December 31, 2020, the Company had retained earnings of 85,116,621 Baht and net profit for the operating results of the year 2020 in the amount of 88,172,467 Baht

**Board's Opinion**

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the appropriation of profit as legal reserves amount of Baht 4,500,000 and the payment of the dividend for the shareholders of the operating results of 2020 at the rate of Baht 0.06 per share, totaling Baht 45,600,000. The dividend shall be paid on May 14, 2021 and fix the record date to determine the list of shareholders entitled to receive dividends on March 5, 2021.

In this regard, the dividend payment rate compared to the net profit after corporate income tax and deduction of accumulated loss is equal to 51.72 percent, which in accordance with the Company's dividend policy.

Comparison of dividend payment rates for the operating results of 2020 and 2021

Details of dividend payment	2020	2021 (as proposed)
1. Annual net profit (Baht)	60,746,156	88,172,467
2. Number of the Company's issued shares (Shares)	180,000,000	760,000,000
3. Par Value per share (Baht)	1.00	0.5
4. Amount of dividend per share	0.62	0.06
5. Total amount of dividends paid (Baht)	111,600,000	45,600,000
6. Dividend Pay-out Ratio (%)	183.72	51.72

The right to receive dividend remains uncertain until approved by the 2021 Annual General Meeting of Shareholders.

**Resolution**

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 5. To consider and approve the appointment of directors replacing those who retire by rotation

Facts and Rationale

Regarding to section 71 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association clause 18, at least one-thirds of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Three must be a drawing by lots to determine the directors retiring on the first and the second year following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. For the 2021 Annual General Meeting, the directors who shall retire are as follows:

- |                                 |                      |
|---------------------------------|----------------------|
| 1. Mr. Nontigorn Kanchanachitra | Independent Director |
| 2. Gen. Sakda Perunavin         | Independent Director |

The Nomination and Remuneration Committee's Opinion

The Nomination and Remuneration Committee shall consider and screen before presenting to the Board of Directors in order to propose to the Meeting of Shareholders to be elected as a director by considering the structure of the board of directors and the qualifications of directors in various fields individually. In which the committee deems that two directors who retired by rotation being a person with appropriate qualifications, knowledge, competence, experience, and performance as a director in the past benefited the Company. The two directors have no prohibited characteristics and do not engage or holding shares in any business that is in competition with the Company's operations. The Nomination and Remuneration Committee has considered that the nominated persons shall be able to give opinions independently and in accordance with the relevant regulations. Therefore, it deems appropriate to propose them to be re-elected as the directors for another term. The profiles of the two directors are shown in Enclosure No. 4. In this regard, the Board of Directors has considered that the persons nominated as independent directors shall be able to give opinions independently and in accordance with the relevant criteria. Details of the definition of independent directors appear in Enclosure No. 5 and form 56 - 1 One Report under the subject 'Report of the Nomination and Remuneration Committee.' (Enclosure No. 3).



Details of shareholdings by nominated directors

Nominated Persons	Number of Shares	Voting rights
1. Mr. Nontigorn Kanchanachitra	400,000	400,000
2. Gen. Sakda Perunavin	300,000	300,000

**Board's Opinion**

The Board of Directors has deliberately considered through the screening process, excluding the directors who have interests in this matter and deemed it appropriate to propose to the Meeting of Shareholders to approve the re-appointment of the following directors for another term:

1. Mr. Nontigorn Kanchanachitra
2. Gen. Sakda Perunavin

**Resolution**

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

**Agenda 6. To consider and approve the Directors' remuneration**

**Facts and Rationale**

According to the Public Company Limited Act B.E. 2535 (1992), Section 90 and the Company's articles of association Item 33, directors entitled to receive remuneration from the Company in the form of reward, meeting allowance, commission, bonus or any other form of compensation according to the articles of association or as determined by the shareholders' meeting. The amount of remuneration may be definitely fixed or outlined and from time to time or indefinitely until further notice. Directors may also be entitled to per diem and welfare according to the Company's regulation.

**The Nomination and Remuneration Committee's Opinion**

The Nomination and Remuneration Committee has conducted the Director Compensation Survey 2020 in accordance with the criteria and policies determined by the Board of Directors by considering the responsibility and performance of the Board as well as the comparative data refer to other companies in the same industry with similar sizes and characteristics of business, including the Directors' Compensation Survey by the Thai Institute of Directors Association (IOD), in which found that the directors' remuneration determined by the company is close to the market average.

### Board's Opinion

The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to consider and approve the Directors' remuneration for the year 2021 in the form of meeting allowance, monthly compensation and bonus at the same rate as last year. The details are as follows.

#### 1. Meeting Allowance

Components of Remuneration	Meeting Allowance/Person/Meeting
Chairman of Board	30,000
Director	15,000
Chairman of the Audit Committee	20,000
Member of the Audit Committee	10,000

#### 2. Bonus

The bonus for directors is not exceeding of Baht 5,000,000. The Board of Directors shall consider the allocation to each director as appropriate.

The Board of Directors and sub-committees of the Company shall not receive any benefits other than meeting allowances and bonuses as prescribed above, excluding other remuneration as an employee of the company

Comparison of the remuneration for directors in 2021 and 2020

Directorship/ Composition of Remuneration	Meeting Allowance (baht/meeting)		Bonus	
	2021 (As proposed)	2020	2021 (As proposed)	2020
Chairman of Board	30,000.00	30,000.00	Not exceeding of Baht 5,000,000.	Not exceeding of Baht 5,000,000.
Director	15,000.00	15,000.00		
Chairman of the Audit Committee	20,000.00	20,000.00		
Member of the Audit Committee	10,000.00	10,000.00		

Resolution

This agenda requires approval by majority vote of no less than two-thirds (2/3) of total votes of the shareholders who attend the meeting.

**Agenda 7. To consider and approve the appointment of the auditors, and their remuneration**

Facts and Rationale

According to the Public Company Limited Act B.E. 2535 (1992), Section 120, requires at the Annual General Meeting of Shareholders of each year shall appoint the auditor of the company and determine the audit fee. In appointing the auditor, the former auditor may be re-appointed.

In addition, the notification of the Capital Market Supervisory Board requires that the Company shall rotate its auditor if that auditor has rendered his/her service for seven accounting periods. Such rotation needs not to change the audit firm as the latter may nominate its other auditors to assume the duties in replace of the former auditor. However, the Company may re-appoint any auditors to resume his/her function only when the period of five consecutive accounting periods has elapsed since his/her last rotation.

### The Audit Committee's Opinion

The Audit Committee has considered the appointment of the Company's auditor based on the independence of auditors and their remuneration and deemed to propose the appointment of the auditors and their remuneration for the year 2021

#### 1. The appointment of the auditors

Approved the appointment of auditors from EY Office Limited to be the Company's auditors for the year 2021 for the third year, with the list of auditors as follows:

List of Auditors	CPA License No.	Number of years certifying the company's financial statement
Mr. Khitsada Lerdwana	4958	2
Mr. Termphong Opanaphan	4501	-
Mrs. Poonnard Paocharoen	5238	-

#### 2. The remuneration of the auditors

Determined the audit fee for the year 2021 in the amount of 2,200,000 Baht, excluding other expenses such as photocopying fees or travel expenses which are in accordance with the general practice

### Comparison of the auditors' remuneration

Auditors' remuneration	The fiscal Year 2021 (As proposed)	The fiscal Year 2020
1. Audit Fee	2,200,000	2,200,000
2. Other Expenses	Actually	Actually

The above-nominated auditors do not give any other services to the Company as well as do not have any relationship or interest with the Company/Subsidiary or any of its executives, major shareholders or any other party related thereto, thus, the auditors are independent for auditing and expressing the opinions on the Company's financial statements.

### Board's Opinion

The Board of Directors deemed it appropriate to propose to the shareholders meeting to consider and approve the appointment of Mr. Khitsada Lerdwana, CPA Licence No. 4958, or Mr. Termphong Opanaphan, CPA Licence No. 4501, or Mrs. Poonnard Paocharoen, CPA Licence No. 5238 from EY Office Limited as the Company's auditor for the year 2021. Any person shall be responsible for auditing and expressing the opinion on the financial statements of the Company. In case the above-mentioned auditors are unable to perform their duty, EY Office Limited authorized to choose any of its certified public accountants as a substitute to audit and express opinions on the Company's financial statements and determined the audit fee for the year 2021 in the amount of 2,200,000 Baht, excluding other expenses

### Resolution

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 8. To consider and approve the Amendment of the Company's objectives and the amendment of Clause 3 of the Memorandum of Association of the Company

### Facts and Rationale

Since the Company plans to expand the business further, the Company has to increase its objectives to support further business expansion.

### Board's Opinion

It is deemed appropriate to propose to the Meeting of Shareholders to consider and approve the Amendment of the Company's objectives by adding two additional objectives of the company, with details as follows:

"Article 31. Joining in the investment or investing by holding shares in a limited company or any public limited company for the benefit of the Company, including the investing in various securities for the benefit of the Company "

"Article 32. Trading, import, distribute, dealer of fuel oil, related products of fuel and other products that generate energy or petrochemicals "

The new objectives of the company will have a total of 32 items. Moreover, the Board of Directors deemed appropriate to propose to the Meeting of Shareholders to consider and approve the Amendment to Clause 3 of the Company's Memorandum of Association to be consistent with the adding of the objectives of the Company as follows:

"Clause 3. Objectives of the company have 32 items, details in the attached form BorJor 002"

## Resolution

This agenda requires approval by majority vote of no less than three-fourths (3/4) of total votes of the shareholders who attend the meeting

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

Please be invited to attend the meeting via the electronic media (E-AGM) on the date, time and venue as specified on Tuesday, April 20, 2021 which is the date of the 2021 Annual General Meeting of Shareholders. Shareholders wishing to attend the 2021 Annual General Meeting of Shareholders via Electronic Media (E-AGM) must submit a "Meeting Notification Form" and supporting documents according to Enclosure 7 in the Notice of the Meeting to verify identity by scanning or taking photos and sending to Email: [ir@jrw.co.th](mailto:ir@jrw.co.th) within Monday, April 12, 2021

If **unable** to attend the 2021 Annual General Meeting of Shareholders via Electronic Media (E-AGM), you may appoint an independent director as your proxy to attend and vote at the AGM on your behalf by sending the completed proxy to J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkhen, Bangkok or scanning or taking photos and sending to Email : [ir@jrw.co.th](mailto:ir@jrw.co.th) within Monday, April 12, 2021.

In addition, the Company would like to invite the shareholders to submit questions related to the agenda in advance by sending inquiries with names / shareholder registration numbers / telephone numbers and others (if any) which can be contacted to Email: [ir@jrw.co.th](mailto:ir@jrw.co.th) or registered mail to "Company Secretary Office" J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkhen, Bangkok within Monday, April 12, 2021.

The Company has fixed March 5, 2021 as the record date for determining the names of shareholders entitled to attend the 2021 Annual General Meeting.

Yours faithfully,



(Mr. Nontigorn Kanchanachitra)  
Chairman of the Board of Directors



(Miss Ladda Lattivan)

Company Secretary

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Minutes of the Extraordinary Meeting of Shareholders No. 1/2020

Of

J.R.W. Utility Public Company Limited

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Date, time, & place:

The Meeting took place on 19 August 2020 at 09.00 AM, at J.R.W. Conference Room, 2<sup>nd</sup> floor, 32/288-290 Soi Ramintra 65, Tha Raeng, Bangkok, 10230.

Directors present at the Meeting:

- |   |  |
|---|--|
| 1) Mr. Nontigon Kanchanachitra          | Chairman of the Board of Directors         |
| 2) General Sakda Perunavin              | Director / Chairman of the Audit Committee |
| 3) Vice Admiral Bunrungrak Saraggananda | Director / Audit Committee                 |
| 4) Mr. Kawin Thangsupanich              | Director / Audit Committee                 |
| 5) Mr. Jarun Wiwatjesadawut             | Director / Executive Director              |
| 6) Mr. Chamnan Wongrusmeeduan           | Director / Executive Director              |
| 7) Mr. Suradech U-thairat               | Director / Executive Director              |

Attendance:

Ms. Ladda Latthiwan	Chief Accounting & Financial Officer
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Before proceeding to the agendas, the company secretary informed the Meeting regarding the type of meeting, and the meeting procedures and the agendas as set forth in the meeting invitation letter, in which the Company had notified the shareholders about this extraordinary meeting via two channels:

- 1) Sending the meeting invitation letter by registered mail to every shareholder.
- 2) Posting the announcement about the extraordinary meeting on the daily newspapers.

The procedure for ballot casting and ballot counting for each agenda item are as follows:

- 1) For ballot casting, each shareholder's votes equal the shares held. One share equals one vote.
- 2) The shareholders, whom attend the meeting themselves, and have received the ballots from the registration table before the start of the meeting, can only cast their votes into the ballots as either "in favor"/ "against" /or "abstention" on each agenda item.
- 3) In case of Type B (แบบ ก) proxies of general shareholders. The proxies shall receive the ballots from the registration table. The Company will count the votes "in favor"/ "against" /or "abstention" according to the details set forth by the shareholders' Proxy Form Type B.
- 4) If any ballot was casted differently from the procedures above, such ballot casting will be invalid.
- 5) The Chairman will inform the Meeting of the ballot casting result for each agenda item. The result of the ballot casting would consist of the total votes from both the shareholders who attend the Meeting themselves and the proxies, in which they have casted their votes in accordance to their wishes.

#### **Started the Meeting**

Mr. Nontigon Kanchanachitra, Chairman of the Board, presided as Chairman of the Meeting ("Chairman"), declared to the Meeting that there were 15 Company's shareholders and proxies attended the Meeting, totaling 277,271,350 shares, thus constituting a quorum as stated in the Company's Articles of Association. The Chairman announced the Meeting opened and proceeded to the following agendas.



Agenda item 1: To adopt the Minutes of the 2020 Annual Ordinary General Meeting of Shareholders.

The Chairman proposed to the Meeting for adoption, the Minutes of the 2020 Annual Ordinary General Meeting of Shareholders held on March 17, 2020, as shown in details in the copy of the Minutes, which was delivered to the shareholders with this Meeting's invitation letter.

**Resolution:** The Meeting had considered then resolved with unanimous vote to adopt the Minutes of the 2020 Annual Ordinary General Meeting of Shareholders as proposed, with the vote counts as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of shares presented at the Meeting and casted the ballot
1. in favor	277,271,350	100
2. against	0	-
3. abstention	0	-
4. invalid ballot	0	-

Agenda item 2: To consider and approve the change of par value and the amendment to Clause 4 of the Memorandum of Association to reflect the par value change.

The Chairman explained to the Meeting that the Company would like to change the par value from the original value of 1 Baht (one Baht) per share to 0.50 Baht (fifty Satang) per share, which would affect the Company's total number of ordinary shares as follows:

	Prior to the change of par value	After the change of par value
Registered Capital (Baht)	380,000,000	380,000,000
Paid-up Capital (Baht)	280,000,000	280,000,000
Ordinary Shares (share)	280,000,000	560,000,000

Therefore, after the change of par value, the numbers of ordinary shares for capital allocation for the Initial Public Offering and for the Company's directors, executives, and employees offering, would change as follows:

Allocation of capital increase	Prior to the change of par value (share)	Prior to the change of par value (share)
Initial Public Offering	92,000,000	184,000,000
Company's directors, executives, and employees offering	8,000,000	16,000,000

In addition, to reflect the change of par value, the Company must propose to the Meeting to consider and approve the amendment to Clause 4 of the Memorandum of Association, details as follows:

Clause 4.	The registered capital	380,000,000 Baht
		(three hundred eighty million Baht)
	Is divided into	760,000,000 shares
		(seven hundred sixty million shares)
	At the par value of	0.50 Baht
		(fifty Satang)
	Divided into:	
	Ordinary shares	760,000,000 shares
		(seven hundred sixty million shares)
	Preference shares	-none- shares
		(-)

Furthermore, the Company proposed to assign Mr. Suradech U-Thairat as the authorized person to consider the amendment of the Memorandum of Association and/or other registration documents in accordance to the advices of public limited company registrar for the successful registration of the par value change.

The Chairman proposed the Meeting to consider and approve the change in par value and the amendment to Clause 4 of the Memorandum of Association, to correspond with the change of par value thereof.

**Resolution:** The Meeting had considered then resolved with unanimous vote to approve the par value change from the original value of 1 Baht (one Baht) per share to 0.50 Baht (fifty Satang) per share, which will change the number of the Company's new ordinary shares from originally 380,000,000 shares to 760,000,000 shares. In addition, the Meeting approved the

amendment to Clause 4 of the Memorandum of Association, as detailed above. The vote counts as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of shares presented at the Meeting and casted the ballot
1. in favor	277,271,350	100
2. against	0	-
3. abstention	0	-
4. invalid ballot	0	-

Agenda item 3: To consider and approve the amendment to the Articles of Association.

The Chairman reported to the Meeting that, on April 19, 2020, Emergency Decree on Electronic Meetings has come into force. The decree repealed the Announcement of the National Council for Peace and Order No. 74/2557, Re: Electronic Meetings. The significant repeal is regarding the number of the attendees of the electronic meeting, whereby at least one third of the quorum shall physically attend the meeting at the same meeting venue and all of the meeting attendees shall have their presence in Thailand. The Company's Articles of Association had previously incorporated this repealed text. Accordingly, for the Articles of Association to comply with such new decree, the Company proposed the Meeting to consider the amendment to Clause 28 of the Articles of Association, as follows:

Clause	Original clause	New clause
28	<p>The board of directors meeting, which either is the meeting held in-person or conducted through the electronic media, must have directors in attendance at least a half of total number of the directors to constitute a quorum.</p> <p>In addition to the first paragraph, in case of the meeting conducted through the electronic media, all directors whom attend the meeting must have their presence in the Kingdom, whereby at least one third (1/3) of the quorum must be present at the same meeting venue. The electronic meeting must be organized through the meeting control system equipped with the Information System Security procedures, whereby every director in attendance will be recorded throughout the meeting, by sound recording or both sound and visual recording (either case), and shall keep the log file of the records thereof. The meeting control system must have the basic compositions in compliance with Notification of Ministry of Information and Communication Technology, Re:</p>	<p>The board of directors meeting, which either is the meeting held in-person or conducted through the electronic media, must have directors in attendance at least a half of total number of the directors to constitute a quorum.</p> <p>In case that the meeting conducted through the electronic media, it must comply with the guidelines and procedures as prescribed by law.</p> <p>The Chairman of the Board shall be the chairman of the meeting. In case the Chairman of the Board is absent from the meeting or unable to perform such duty, if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall be the chairman of the meeting. If there is no aforementioned person, or such person is unable to perform the duty, the attending directors shall elect one of them to be the chairman of the meeting.</p>

	<p>Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2557 (2014) and including the revisions.</p> <p>The Chairman of the Board shall be the chairman of the meeting. In case the Chairman of the Board is absent from the meeting or unable to perform such duty, if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall be the chairman of the meeting. If there is no aforementioned person, or such person is unable to perform the duty, the attending directors shall elect one of them to be the chairman of the meeting.</p>	
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Additionally, the Company proposed to assign Mr. Suradech U-thairat as the authorized person to edit wordings or texts within the documents, minutes, and/or requests, and/or to proceed with any task to comply with the registrar's orders with respect to the registration of the Memorandum of Association amendment at the Department of Business Development, Ministry of Commerce.

**Resolution:** The Meeting had considered then resolved with unanimous vote to approve the amendment to Clause 28 of the Articles of Association, and the assignment of Mr. Suradech U-Thairat whom will have the power of authority to edit wordings or texts within the documents, minutes, and/or

requests, and/or to proceed with any task to comply with the registrar's orders with respect to the registration of the Memorandum of Association amendment at the Department of Business Development, Ministry of Commerce. The vote counts as follows:

Resolution	Number of Votes (1 share = 1 vote)	Percentage of the total number of shares presented at the Meeting and casted the ballot
1. in favor	277,271,350	100
2. against	0	-
3. abstention	0	-
4. invalid ballot	0	-

Agenda item 4: To consider other matters (if any).

There was no other proposal for the Meeting to consider.

The Meeting adjourned at 10.30 A.M.

Signed \_\_\_\_\_ Chairman of the Meeting

(Mr. Nontigon Kanchanachitra)

The Chairman of the Board of Directors

Signed \_\_\_\_\_ Minutes Recorder

(Mrs. Pattarin Manusseree)

Company Secretary



Profiles of the Candidates for Director Position

<b>Name</b>	Mr. Nontigorn Kanchanachitra
<b>Age</b>	65 years
<b>Nationality</b>	Thai
<b>Educational qualification</b>	<p>Doctor of Business Administration , Human Resource Management, Dhonburi Rajabhat University</p> <p>Master of Political Science , Public Administration, Middle Tennessee State University, USA</p> <p>Bachelor of Political Science, Chiang Mai University</p>
<b>Director Accreditation Program</b>	<p>Role of the Chairman Program (RCP), Class 26/2011</p> <p>Director Cerification Program (DCP) Class 102/2008</p> <p>Audit Committee Program (ACP) Class 22/2008</p> <p>Role of the Compensation Committee (RCC), Class 6/2008</p> <p>Financial Statement for Director Curriculum (FSD) Class 1/2008</p>
<b>Work Experience</b>	<p>Independent Director, PTT Public Company Limited</p> <p>Chairman of the Board, PTT Chemical Public Company Limited</p> <p>Director, Industrial Estate Authority of Thailand</p> <p>Director, Interlink Telecom Public Company Limited</p> <p>Senior Expert, Highland Research and Development Institute (Public Organization)</p> <p>Council Member of Khon Kaen University</p> <p>Senior Expert, The Civil Service Sub-Commission (CSSC), Department of Special Investigation</p> <p>Senior Expert, The Civil Service Sub-Commission (CSSC), Office of the National Economic and Social Development Council</p>



	Special Instructor, Faculty of Laws, Chulalongkorn University
	Secretary General, Office of the Civil Service Commission
	Deputy Secretary General, Office of the Civil Service Commission
2006	Senior Advisor (Personnel Analyst C10)
2003	Director, the Development Institute of Position and Compensation Classification System
2002	Director, Position Classification System Project Development
1996	Director of Reengineering Project, Department of Business Development, Ministry of Commerce and Department of Lands, Ministry of Interior
<b>Current job position</b>	
<u>In any listed companies</u>	Chairman of the Board and Independent Director, SISB Public Company Limited
<u>In any non-listed companies</u>	Member, Council of State
	Director at Office of the Civil Service Commission
	Honorary Director, Highland Research and Development Institute (Public Organization)
	Consultant, Defence Technology Institute
	Board of Committee, Faculty of Political Science and Public Administration, Chiang Mai University
	Council Member, Chaopraya University
	Council Member, Rattana Bundit University

Holding a position in other companies that may cause conflict With the Company benefits	None
Nature of nominated directorship	Independent Director
Term of office	2 Years 4 Months
Shareholding in the Company	Ordinary Share 400,000 shares, accounted for 0.053% of the total issued shares of the Company
Direct and indirect interests in the Company	None
In any companies which may result in a conflict of interest with the Company	None
Family relationship with the management Or majority shareholder	None
Relationship with the Company / Subsidiary / Associates or legal entities that may have Conflicts during 2 years	None
Directors on part of management	None
Employees or advisors receiving regular salary	None
Professional service providers such as auditors or legal advisor	None



## Profiles of the Candidates for Director Position

Name	General Sakda Perunavin
Age	61 years
Nationality	Thai
Educational qualification	Master of Information Technology, King Mongkut's University of Technology Thonburi Bachelor of Engineering, Computer engineering, Chulachomklao Royal Military Academy Thailand National Defence College, the Royal Thai Armed Forces
Director Accreditation Program	Director Accrediation Program, (DAP) Class 157/2019
Work Experience	The Second Army Area Chief of Staff  Commanding General of the Third Infantry Division  The Second Army Area Deputy Commander  Commanding General, Pattani Task Force  The Second Corps Commander
Current job position	
<u>In any listed companies</u>	Chairman of the Audit Committee and Independent Director, J.R.W. Utility Public Company Limited
<u>In any non-listed companies</u>	None
Holding a position in other companies that may cause conflict	None
With the Company benefits	
Nature of nominated directorship	Independent Director

Term of office	2 Years 4 Months
Shareholding in the Company	Ordinary Share 300,000 shares, accounted for 0.039% of the total issued shares of the Company
Direct and indirect interests in the Company	None
In any companies which may result in a conflict of interest with the Company	None
Family relationship with the management Or majority shareholder	None
Relationship with the Company / Subsidiary / Associates or legal entities that may have Conflicts during 2 years	None
Directors on part of management	None
Employees or advisors receiving regular salary	None
Professional service providers such as auditors or legal advisor	None
Significant business relationship Which may result in being unable to perform duty independently	None
Historical records or meeting attendance in 2020	6 times out of 6 meetings

### Definition of an Independent Director

The Company's definition of an independent director meets the minimum requirements of the SEC or the SET regarding shareholding in the Company, the requirement of no employment as the Company's employee, member of staff, salaried advisor or controlling person, and the requirement relating to the absence of a business relationship.

1. holding shares not exceeding one per cent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company.
3. not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company.
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.
5. neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years.

6. neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years.

7. not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.

8. not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company.

9. not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

Profiles of the Auditor for the year 2021

Name	Mr. Khitsada Lerdwana
Position	Partner
Certified Public Accountant No.	4958
Educational qualification	Bachelor of Accounting, Thammasat University Master of Accounting and Finance, Chulalongkorn University
Work Experience	Began working in auditing part as a partner for more than 10 years
Auditing Experience	Working as an auditor at EY Office Co., Ltd for full time more than 25 years
Years of the Company's auditors	3
Direct and indirect interests in the Company	None



Profiles of the Auditor for the year 2021

Name	Mr. Termphong Opanaphan
Position	Partner
Certified Public Accountant No.	4501
Educational qualification	Bachelor of Accounting, Kasetsart University Master of Accounting and Finance, Chulalongkorn University
Work Experience	Began working in auditing part as a partner for more than 10 years
Auditing Experience	Working as an auditor at EY Office Co., Ltd for full time more than 25 years
Years of the Company's auditors	-
Direct and indirect interests in the Company	None

Profiles of the Auditor for the year 2021

Name	Mrs. Ponnard Paocharoen
Position	Partner
Certified Public Accountant No.	5238
Educational qualification	Master of Business Administration, Kasetsart University Bachelor of Accounting, Thammasat University
Work Experience	Began working in auditing part as a partner for more than 10 years
Auditing Experience	Working as an auditor at EY Office Co., Ltd for full time more than 25 years
Years of the Company's auditors	-
Direct and indirect interests in the Company	None

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

In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future. However, since some shareholders may not be familiar with this, the Company reserves the right to waive any of these requirements for some of the shareholders on a case-by-case basis as the Company considers appropriate.

**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, copy of 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, copy of 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 6 month by Department of Business Development, Ministry of Commerce; and

(b) copy of identification card or copy of passport (in case of a foreigner) of the authorized 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) copy of identification card or copy of passport (in case of a foreigner) of the authorized 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 and correct. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public for the period of not more than 12 months before the AGM.

A shareholder or a proxy may register via O.J. International Company Limited's electronic system from Friday, April 16, 2021 onwards.

**Remark**

1. Shareholders wishing to attend the 2021 Annual General Meeting of Shareholders via Electronic Media (E-AGM) must submit a "Meeting Notification Form" according to Enclosure 11, and supporting documents according to Enclosure 7 in the Notice of the Meeting to verify identity by scanning or taking photos and sending to Email: [ir@jrw.co.th](mailto:ir@jrw.co.th) within Monday, April 12, 2021

2. If **unable** to attend the 2021 Annual General Meeting of Shareholders via Electronic Media (E-AGM), you may appoint an independent director as your proxy to attend and vote at the AGM on your behalf by sending the completed proxy to J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkhen, Bangkok within Monday, April 12, 2021.

**Articles of Association concerning the Shareholders' Meeting and Voting Procedures**

**1. Convening of Meeting**

Chapter IV Clause 34

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces. Otherwise, the conference be organized and held through electronic media.

Chapter IV Clause 36

To call a meeting of shareholders, whether through physically attend or Electronic conferencing, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

**2. Proxy**

Chapter IV Clause 38

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.

**3. Meeting Procedures**

Chapter IV Clause 39

The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

#### Chapter IV Clause 40

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

#### **4. Quorum**

##### Chapter IV Clause 37

A quorum of a meeting of shareholders, whether through physically attend or Electronic, requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

#### **5. Voting Procedures**

##### Chapter IV Clause 41

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

##### Chapter IV Clause 42

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;

- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

## 6. Appointment of Directors

### Chapter III Clause 17

A meeting of shareholders must elect the directors in accordance with the following procedures and rules:

- (1) Each shareholder has one vote for each share held;
- (2) Each shareholder may exercise the votes in electing one or more persons to be the directors but the votes are indivisible; and
- (3) The person who obtains the highest votes will be elected as a director in respective order according to the required number of directors, but if persons elected in descending orders obtain equal votes, which exceeds number of directors required or exceeds the numbers of directors required in such election, the Chairman of the Meeting shall cast the vote.



Form of Proxy, Form A

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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 J.R.W. Utility 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/Located at No. .... , ..... Road, .....

Tambol/Kwaeng ..... , Amphur/Khet .....

Province ..... , Postal Code .....

, or

(2) ..... Age ..... Years,

Residing/Located at No. .... , ..... Road, .....

Tambol/Kwaeng ..... , Amphur/Khet .....

Province ..... , Postal Code .....

, or

(3) ..... Age ..... Years,

Residing/Located at No. .... , ..... Road, .....

Tambol/Kwaeng ..... , Amphur/Khet .....

Province ..... , Postal Code .....

Any one of them as my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders to be held on Tuesday, April 20, 2021 at 10:00 hrs. via the electronic media by relaying from the meeting room J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkok, Bangkok or such other date, time and place as may be adjourned.



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..... Grantee

(..... )

Signed..... Grantee

(..... )

Signed .....Grantee

(..... )

**Remarks** A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.



Form of Proxy, Form B.

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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 J.R.W. Utility 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/Located at No....., .....Road,.....

Tambol/Kwaeng ..... , Amphur/Khet.....,

Province....., Postal Code..... or

(2) .....Age .....Years,

Residing/Located at No....., .....Road,.....

Tambol/Kwaeng ..... , Amphur/Khet.....,

Province....., Postal Code....., or


(3) .....Age .....Years,

Residing/Located at No....., .....Road,.....

Tambol/Kwaeng ..... , Amphur/Khet.....,

Province....., Postal Code.....

Any one of them as my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders to be held on Tuesday, April 20, 2021 at 10:00 hrs. via the electronic media by relaying from the meeting room J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkok, Bangkok or such other date, time and place as may be adjourned.



(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda no. 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020

(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 acknowledge the report on the Company's operating results as at the year 2020

Agenda no. 3 To consider and approve the audited consolidated financial statements for the year ended December 31, 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:

Appoint all director

Approve

Disapprove

Abstain

Agenda no. 4 To consider and approve the appropriation of profit as legal reserve and the payment of dividend in respect of the Company's operating results ended as at December 31, 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:

Appoint all director

Approve

Disapprove

Abstain

Agenda no. 5 To consider and approve the appointment of directors replacing those retire 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:

Appoint all director

Approve

Disapprove

Abstain

Appointment of any director(s)

Name of Director: Mr. Nontigorn Kanchanachitra

Approve

Disapprove

Abstain

Name of Director: Gen. Sakda Perunavin

Approve

Disapprove

Abstain

Agenda no. 6 To consider and approve the director's remuneration.

(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



### Remarks

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B



Attachment to Proxy Form B.

A proxy is granted by a shareholder of J.R.W. Utility Public Company Limited.

For the 2020 Annual General Meeting of Shareholders to be held on Tuesday, April 20, 2021 at 10:00 hrs. via the electronic media by relaying from the meeting room J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkhen, Bangkok or such other date, time and place as may be adjourned.

-----

Agenda no. .... re: .....

(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. .... re: .....

(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. .... re: .....

(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. .... re: .....

(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. .... re: Appointment of directors (Continued)

Name of Director .....

Approve                       Disapprove                       Abstain



Name of Director.....

Approve       Disapprove       Abstain

Name of Director.....

Approve       Disapprove       Abstain



Form of Proxy, Form C.

Made at .....

Date ..... Month ..... Year .....

(1) We .....  
Located at No. .... Road, Tambol/Kwaeng .....  
Amphur/Khet ....., Province ....., Postal Code .....  
in our capacity as the custodian for .....  
being a shareholder of J.R.W. Utility 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) We wish to appoint

(1) ..... Age ..... years,  
Residing/Located at No. ...., Road .....  
Tambol/Kwaeng ..... Amphur/Khet .....  
Province ....., Postal Code ....., or

(2) ..... Age ..... years,  
Residing/Located at No. ...., Road .....  
Tambol/Kwaeng ..... Amphur/Khet .....  
Province ....., Postal Code ....., or

(3) ..... Age ..... years,  
Residing/Located at No. ...., Road .....  
Tambol/Kwaeng ..... Amphur/Khet .....  
Province ....., Postal Code .....





Any one of them as our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders to be held on Tuesday, April 20, 2021 at 10:00 hrs. via the electronic media by relaying from the meeting room J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkok, Bangkok or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following manner:

- The voting right in all the voting shares held by us is granted to the proxy.
- The voting right in part of the voting shares held by us is granted to the proxy 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,
  - Total: ..... votes

(4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:

- Agenda no. 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020
  - (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 with ..... votes     Disapprove with ..... votes
    - Abstain with ..... votes
- Agenda no. 2 To acknowledge the report on the Company's operating results for the year 2020.
- Agenda no. 3 To consider and approve the audited consolidated financial statements for the year ended December 31, 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 with ..... votes     Disapprove with ..... votes
    - Abstain with ..... votes



- Agenda no. 4 To consider and approve the appropriation of profit as legal reserve and the payment of dividend in respect of the Company's operating results ended as at December 31, 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 with ..... votes     Disapprove with ..... votes
    - Abstain with ..... votes
- Agenda no. 5 To consider and approve the appointment of directors replacing those who retire by rotation.
- Appointment of all directors
    - Approve with ..... votes     Disapprove with ..... votes
    - Abstain with ..... votes
  - Appointment of any director(s)
    - Name of Director: Mr. Nontigorn Kanchanachitra
      - Approve with ..... votes     Disapprove with ..... votes
      - Abstain with ..... votes
    - Name of Director: Gen. Sakda Perunavin
      - Approve with ..... votes     Disapprove with ..... votes
      - Abstain with ..... votes
- Agenda no. 6 To consider and approve the director's remuneration.
- (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 with ..... votes     Disapprove with ..... votes
    - Abstain with ..... votes
- Agenda no. 7 To consider and approve the appointment of auditors and their remuneration.
- (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 with ..... votes     Disapprove with ..... votes
    - Abstain with ..... votes



Agenda no. 8 To consider and approve the Amendment of the Company's objectives and the Amendment to Clause 3 of the Company's 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 with ..... votes     Disapprove with ..... votes

Abstain with ..... votes

Agenda no. 9 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 with ..... votes     Disapprove with ..... votes

Abstain with ..... votes

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

Signed..... Grantee

(.....)

## Remarks

1. This Form C. is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody
2. The necessary evidence to be enclosed with this proxy form is:
  - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form

Attachment to Proxy Form C.

A proxy is granted by a shareholder of J.R.W. Utility Public Company Limited.

For the 2021 Annual General Meeting of Shareholders to be held on Tuesday, April 20, 2021 at 10:00 hrs. via the electronic media by relaying from the meeting room J.R.W. Utility Public Company Limited, 32/288-290 Moo 8, Soi Ramindra 65, Tharang, Bangkhen, Bangkok or such other date, time and place as may be adjourned.

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- Agenda no. .... re: .....
- (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 with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: .....
- (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 with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: .....
- (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 with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: Appointment of directors (Continued)
  - Name of Director .....
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
  - Name of Director .....
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
  - Name of Director .....
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
- Agenda no. .... re: Appointment of directors (Continued)
  - Name of Director .....
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
  - Name of Director .....
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes
  - Name of Director .....
  - Approve with ..... votes  Disapprove with ..... votes  Abstain with ..... votes

## Profiles of the independent directors proposed by the Company

<b>Name</b>	Vice Admiral Bumrungrak Saraggananda
<b>Age</b>	62 years
<b>Nationality</b>	Thai
<b>Address</b>	112 Soi Chalermpkrakiat Rama 9, Soi 45, Dok Mai, Prawet, Bangkok
<b>Educational qualification</b>	Bachelor of Science, Royal Thai Naval Academy, Naval Education Department Basic Course, United States Marine Corps School of Infantry OFFICER CR, INF MORTAR PLT Naval Command and Staff College Royal Thai Army War College Thailand National Defence College
<b>Director Accreditation Program</b>	Director Accreditation Program, (DAP) Class 157/2019
<b>Work Experience</b>	Deputy Commanding General, Royal Thai Marine Corps Chief of Staff, Marine Security, Royal Thai Marine Corps Executive Officer, the Third Infantry Regiment, Thai Marine Division Regimental Commanding Officer, Division Support Command, Thai Marine Division Director, Non-Commissioned Officers School, Naval Education Department Director, Directorate of Joint Civil Affairs, Royal Thai Marine Corps Deputy Commanding General, Naval Civil Affairs Department Director, Institute of Psychology, Naval Civil Affairs Department

Current job position

In any listed companies Independent Director, J.R.W. Utility Public Company Limited

In any non-listed companies -

Position in Other Companies that  
may cause conflict of interest with  
the Company None

Shareholding in the Company None

Direct and indirect interests in the  
Company or in the relevant subsidiaries None

Special interests in every agenda  
proposed in AGM 2021 None

## Profiles of the independent directors proposed by the Company

Name	Mr. Kavin Thangsupanich
Age	54 years
Nationality	Thai
Address	7/33 Vacharaphol Road, Tharang, Bang Khen, Bangkok
Educational qualification	Master of Business Administration (Finance), Sasin Graduate Institute of Business Administration, Chulalongkorn University Bachelor of Economics in Quantitative Analysis, Chulalongkorn University
Director Accreditation Program	Director Accreditation Program (DAP), Class 139/2017
Work Experience	2014-2015 Ministry of Information and Communication Technology Secretary of the Minister  2008-2014 Office of the National Broadcasting and Telecommunication Commission Secretary-General  2005-2008 Office of the National Broadcasting and Telecommunication Commission Specialist, Chief of Inspection and Evaluation Commission Chief of Telecommunication Business Licensing Subdivision (Economics and Finance)  2001-2005 Ministry of Finance Director of Loan State Enterprise Division, Public Debt Management Office, also worked for Vayupak Fund Office Economist Level 7, Public Debt Management Office



1997-2001

**Ministry of Finance**

Executive Officer, the Excise Department and Secretary to the Minister of Finance

1993-1997

**Ministry of Finance**

Economist, Division of International Economic Policy and Loan Policy, Fiscal Policy Office

**Other Experiences**

2015

Advisor, Industrial Promotion Support, the Federation of Thai Industries

2010-2013

Honorary Advisor, the Committee on Natural Resources and Environment, the Senate of Thailand

2011-2013

Advisor, the Committee on Economics, Monetary and Finance, the Senate of Thailand

2011-2013

Advisor, The Sub-Committee on Environment, the Senate of Thailand

2011-2013

Advisor, The Sub-Committee on Air Transportation, the Senate of Thailand

**Current job position**

In any listed companies

Independent Director, J.R.W. Utility Public Company Limited

Independent Director, FWD Insurance Public Company Limited (Former name: Siam City Insurance Public Company Limited)

In any non-listed companies

Member of the Board, State Railway of Thailand

Director and Secretary, the National Energy Reform Committee

Chairman of the Board, Thai Sunseap Company Limited

Director, Union Chemical and Equipment Company Limited

Position in Other Companies that may cause conflict of interest with the Company

None

Shareholding in the Company                      None

Direct and indirect interests in the              None

Company or in the relevant subsidiaries

Special interests in every agenda                None  
proposed in AGM 2021

**Rules and Procedures on Attendance at the Annual General Meeting of Shareholders  
Conducted Through E-Meeting**

Because of the Coronavirus Disease 2019 pandemic (COVID-19), J.R.W Utility Public Company Limited (“Company”) has concerns regarding such predicament. Therefore, the Company shall inform about the guidelines on the attendance at 2021 Annual General Meeting of Shareholders through E-Meeting as follows:

**1. Request for cooperation in granting a proxy to attend the Meeting in lieu of attending in-person.**

1.1 For prevention and reduction of risk of COVID-19 spreading, and for good hygiene of shareholders. The Company requests for cooperation from shareholders to grant a proxy to Company’s independent directors, Vice Admiral Bumrungrak Saraggananda, or Mr. Kawin Thangsupanich, to attend the Meeting and vote. Thus, the Company has enclosed the Proxy Form Type B (แบบ ข) within the Attachment No. 8, and the documents required to present at the Meeting within the Attachment No. 6. Shareholders may also download the Proxy Form Type A (General แบบ ก. แบบทั่วไป) or Type C (custodian แบบ ค.) and choose to use one of the aforementioned forms only. Shareholders can submit the Proxy Form along with the required documents to the address below or scan or take picture of the documents and send to Email: [ir@jrw.co.th](mailto:ir@jrw.co.th), by Monday, April 12, 2021.

Company Secretary

J.R.W. Utility Public Company Limited

32/288-290 Moo 8, Soi Ramindra 65, Ramindra Rd.

Tharang, Bangkhen,

Bangkok 10230



1.2 In case the shareholders would like to grant a proxy to person other than Company’s independent directors to attend the Meeting and vote, please send the Proxy Form along with the required documents as included with the Attachment No. 7 to Company’s address as stated in section 1.1 above or scan or take picture of the documents and send to Email: [ir@jrw.co.th](mailto:ir@jrw.co.th) or confirm the attendance via the attached QR Code by Monday, April 12, 2021.

## **2. Procedures for shareholders who would like to attend the Meeting themselves or through proxies who are not Company's independent directors via E-Meeting**

### **2.1 Identity verification of shareholders or proxies**

Shareholders or proxies must submit the registration form (see attachment), documents required for the Meeting as enclosed in the Attachment No. 7, and a copy of ID card or passport of shareholders and proxies (in case shareholder had granted a proxy), with the Meeting invitation letter to verify the identity. Please send the aforementioned documents to Company's address as stated in section 1.1 above or scan or take picture of the documents and send to Email: [ir@jrw.co.th](mailto:ir@jrw.co.th), by Monday, April 12, 2021.

### **2.2 E-Meeting attendance**

After shareholders or proxies have verified their identities in accordance with section 2.1 and the Company has checked the list of shareholders with the Book of shareholders' registration as of the date of listing the names of shareholders who have the right to attend 2021 Annual General Meeting of Shareholders, and shareholders or proxies have verified themselves back at the Company within the scheduled date. Username and Password, and manual included, will be sent to shareholder's or proxy's email which is registered with the Company to attend the Annual General Meeting of Shareholders through E-Meeting (E-AGM) organized by O.J. International Company Limited (from Friday, April 16, 2021 onwards).

The Company's registration and vote counting program can operate on computers, notebooks, tablets, or mobile phones, via web browser: Internet Explorer, Chrome through 4G internet connection or standard home internet connection. The system supports the attendance of E-Meeting and E-Voting both by shareholders themselves and Type B proxies.

## **3. Submitting questions in advance**

To utilize the Meeting effectively and preserve your maximum benefits, if you have questions for Company to answer regarding topics within the agendas of this Meeting or other inquiries about the Company, you may submit the questions in advance to the Company Secretary via the address as stated in section 1.1 above or email: [ir@jrw.co.th](mailto:ir@jrw.co.th), by Friday, April 16, 2021.

#### 4. Other facilitation

The Company will record the audio and video throughout the Meeting. Following the adjournment of the Meeting, the Company will upload the recording of the Meeting to the Company website: [www.jrw.co.th](http://www.jrw.co.th)

#### 5. Practical guidelines and measures to prevent the risk of spreading of COVID-19 for Board of Directors and E-Meeting coordinators

Furthermore, the Company has set the practical guidelines and measures to prevent the risk of spreading of COVID-19 for Board of Directors and E-Meeting coordinators to comply on each step as follows:

1. The Meeting attendees must take temperature using the thermometer. The Company will designate screening points in the front of the building entrance and conference room entrance. If any attendee has the body temperature higher than 37.5° Celsius, the Company will not permit the entry to join this Meeting. Every attendee will keep the social distancing space for at least 1 meter from each other while waiting in line at the screening points, document checkpoint, and registration desk. The attendees who pass the screening will receive the stickers to indicate that they have passed the screening.

2. The attendees must register through “Thai Chana” application both before entering the Meeting and after the Meeting adjourns, or through other measure to record the information and report that the Company have set up.

3. If the attendees, including the close persons of attendees, have travel history of visiting or returning from the countries which are declared as Disease Infected Zones by Notification of the Ministry of Public Health, RE: Territories outside the Kingdom of Thailand defined as Disease Infected Zones of the Coronavirus Disease 2019 (COVID-19) outbreak, etc., within less than 14 days. Alternatively, if the attendees have fever, or symptoms relating to respiratory system such as cough, sore throat, mucus, breathlessness, etc. The Company will deny the entry to the Meeting in all cases.

4. The attendees will sit at designated seating within the appropriate social distancing space. The Company will arrange the seats inside the conference room to be at least 1.5 meters apart from each other. Once the seating has been completely filled in, there will be no more entry into the Meeting area.

5. The attendees must wear face masks during the Meeting and clean their hands with alcohol gel provided by Company at various locations. The Company advises the attendees to wash hands with soapy water or alcohol gel before and after the Meeting.



## Registration Form

Written at .....

Date .....Month.....Year.....

I/We.....Nationality.....

Residing at No.....Road.....Subdistrict.....District.....

Province.....Postal Code.....Identification Card/Passport Number.....

Telephone Number.....E-mail.....

as a shareholder of J.R.W. Utility Public Company Limited

holding a total number of .....ordinary shares,

and have the rights to vote equal to.....votes

I confirm to attend the meeting and vote at the First Annual Ordinary General Meeting of the Shareholders on Tuesday, April 20, 2021 at 10.00 a.m. via an electronic meeting in accordance with relevant laws, or at any adjournment thereof to any other date, time and venue.

Signed .....Meeting Participant

( \_\_\_\_\_ )





**J.R.W. Utility Public Company Limited**  
32/288-290 Moo 8, Soi Ramindra 65, Ramindra Rd.  
Tharang, Bangkhen, Bangkok 10230  
Tel. 02-509-7000-2