



# **Annual Registration Statement / Annual Report**

## **Form 56-1 One Report**

### **(Structured Data Report)**

**WHA UTILITIES AND POWER PUBLIC COMPANY LIMITED**

Fiscal Year End 31 December 2024



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# Group Structure and Operations

## Group Structure and Operations

### Business Overview and Policies (1.1)

#### Company Information (1.1.5)

Company Name : WHA UTILITIES AND POWER PUBLIC COMPANY LIMITED

Symbol : WHAUP

Address : 777 WHA TOWER, 22nd Floor, Unit 2203-2205, Moo 13, Debaratna Road (Bangna-Trad) KM.7, Bang Kaeo, Bang Phli

Province : Samut Prakarn

Postcode : 10540

Business : The Company's core business relates to the: (i) utility business of distributing raw water, producing and distributing industrial water and providing wastewater treatment services to operators in industrial estates and industrial lands; and (ii) power business through investment in power generation business, both domestically and abroad.

Registration Number : 0107559000401

Telephone : 0-2719-9559

Fax (if applicable) : 0-2719-9558

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

Email : [ir@wha-up.com](mailto:ir@wha-up.com)

#### Total Shares Sold (shares)

Common Stock : 3,825,000,000

Preferred Stock : 0

## Business Operations (1.2)

### Revenue Structure (1.2.1)

#### By Product Line or Business Grouping

|   | 2022         | 2023         | 2024         |
|---|--------------|--------------|--------------|
| Total revenue from operations (Thousand baht)   | 2,442,968.95 | 2,781,647.26 | 2,925,600.17 |
| Revenue from Utilities Business (Thousand baht) | 2,111,373.50 | 2,357,948.02 | 2,431,740.81 |
| Revenue from Power Business (Thousand baht)     | 331,595.45   | 423,699.24   | 493,859.35   |

|                                     | 2022   | 2023   | 2024   |
|-------------------------------------|--------|--------|--------|
| Total revenue from operations (%)   | 100.00 | 100.00 | 100.00 |
| Revenue from Utilities Business (%) | 86.43  | 84.77  | 83.12  |
| Revenue from Power Business (%)     | 13.57  | 15.23  | 16.88  |

#### By Geographical Area or Market

|   | 2022         | 2023         | 2024         |
|---|--------------|--------------|--------------|
| Total revenue from operations (Thousand baht) | 2,442,968.95 | 2,781,647.26 | 2,925,600.17 |
| Domestic (Thousand baht)                      | 2,437,948.21 | 2,778,809.44 | 2,914,898.95 |
| International (Thousand baht)                 | 5,020.74     | 2,837.82     | 10,701.22    |

|                                   | 2022   | 2023   | 2024   |
|-----------------------------------|--------|--------|--------|
| Total revenue from operations (%) | 100.00 | 100.00 | 100.00 |
| Domestic (%)                      | 99.79  | 99.90  | 99.63  |
| International (%)                 | 0.21   | 0.10   | 0.37   |

**Other income as specified in the financial statements**

|  | 2022       | 2023      | 2024      |
|--|------------|-----------|-----------|
| Total other income (Thousand baht)               | 228,419.70 | 19,920.48 | 18,219.24 |
| Other income from operations (Thousand baht)     | 228,419.70 | 19,920.48 | 18,219.24 |
| Other income not from operations (Thousand baht) | 0.00       | 0.00      | 0.00      |

**Share of profit of joint ventures and associates accounted for using equity method**

|                                 | 2022       | 2023         | 2024       |
|---------------------------------|------------|--------------|------------|
| Share of profit (Thousand baht) | 155,872.89 | 1,380,264.00 | 944,004.23 |

**Information on Products and Services (1.2.2)****Product/Service Information and Business Innovation Development (1.2.2.1)**

Research and Development (R&D) Policy : Yes

| (Unit : Thousand baht)           | 2022     | 2023      | 2024     |
|----------------------------------|----------|-----------|----------|
| R&D expenses in the past 3 years | 2,000.00 | 10,000.00 | 8,000.00 |

# Risk Management

# Risk Management

## Risk Factors (2.2)

**Risk that might affect the company's business, including environmental, social and corporate governance issues (2.2.1)**

Revenue of the Utilities business mainly derives from customers in industrial estates and industrial lands of WHA Industrial Development Public Company Limited

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Behavior or needs of customers / consumers

**Risk from customers concentration**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Reliance on large customers or few customers

**Risk from reliance on major raw water distributors**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Reliance on large partners / distributors or few partners / distributors

**Risk from the Company's investment in business over which the Company has no control**

**Risk Management Measures:** Yes

**Related Risk Topics**

Strategic Risk

- Other



### **Risk from Investment in Foreign Countries**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Strategic Risk

- Policies or international agreements related to business operations
- Other

### **Risk from Management and Human Resources development to accommodate business growth and change**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Reliance on employees in key positions

### **Risk from the ability to increase Utility rates in Industrial Estates**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

### **Risk from Deterioration and Damage of Industrial Water Production and Wastewater Treatment System**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Other

### **Risk from utilities rate adjustment policy in Vietnam**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Other

#### **Risk from Fuel Shortage**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Shortage or fluctuation in pricing of raw materials or productive resources

#### **Risk from uncertainty in economic, political, social, and legal conditions that may affect the Company's business expansion plan and operating results**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Other

#### **Slowdown in the global economy, changes in the Government policy and other macroeconomic factors**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Other

#### **Risk from Severe accident, Drought, Natural disaster, and Pandemic**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Other

#### **Human Rights Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Impact on human rights

#### **Risk from interest rate and exchange rate fluctuations**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Financial Risk

- Insufficient sources of funding
- Change in financial and investment policies of financial institutions that affect business operations
- Fluctuation in exchange rates, interest rates, or the inflation rate
- Fluctuation in return on assets or investment
- Unhedged loan and borrowing in a foreign currency

#### **Risk from the use and interpretation of the law and notifications related to the Company's business**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Laws and regulations is not favorable for doing business
- Violations of laws and regulations
- Other

#### **Changes in the IEAT's laws, rules, and regulations and other applicable laws related to the Company's business**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Compliance Risk

- Change in laws and regulations
- Laws and regulations is not favorable for doing business
- Violations of laws and regulations

### **Risk from digital disruption and change in business models**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Other

### **Risks from Climate Emergency that lead to more severe and frequent natural disasters**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Climate change and disasters

### **Geopolitical Tension and Manufacturing Relocation**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Climate change and disasters

### **Pollution Risk**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Impact on the environment

### **Natural Resources Shortage**

**Risk Management Measures:** Yes

#### **Related Risk Topics**

Operational Risk

- Impact on the environment

## **Risk to Securities Holder (2.2.2)**

**Risk from the Company's inability to pay dividends in accordance with the Policy**

**Risk Management Measures:** Yes

### **Related Risk Topics**

- Return from investment of securities holder

# Sustainable Development

# Sustainable Development

## Sustainability Management Policy and Targets (3.1)

### Sustainability Management Policy and Targets

Corporate Sustainability Policy : Yes

URL of corporate sustainability policy : <https://www.wha-up.com/Uploads/elFinder/pdf/cg/20230519-sustainable-development-policy-th.pdf>  
(if applicable)

## Environmental Aspect (3.3)

### Policy and Guideline on Environmental Aspect (3.3.1)

Environmental Policy and Practice : Yes

URL of environmental policy and practice : <https://www.wha-up.com/Uploads/elFinder/pdf/cg/20241018-whaup-cg-environmental-management-policy-th.pdf>  
(if applicable)

Company environmental guideline : Electricity Management, Fuel Management, Renewable/Clean Energy Management, Water Management, Waste Management, Biodiversity Management, Greenhouse Gas and Climate Change Management

## Results with Respect to the Environmental Aspect (3.3.2)

### Energy management

#### • Fuel consumption

|                                   | 2022      | 2023       | 2024       |
|-----------------------------------|-----------|------------|------------|
| Jet fuel (Litres)                 | 0.00      | 0.00       | 0.00       |
| Diesel (Litres)                   | 74,873.83 | 101,059.35 | 115,924.01 |
| Gasoline (Litres)                 | 30,163.30 | 41,158.74  | 44,678.22  |
| Fuel oil (Litres)                 | 0.00      | 0.00       | 0.00       |
| Crude oil (Barrels)               | 0.00      | 0.00       | 0.00       |
| Natural gas (Standard cubic feet) | 0.00      | 0.00       | 0.00       |
| LPG (Kilograms)                   | 0.00      | 0.00       | 0.00       |

|                       |      |      |      |
|-----------------------|------|------|------|
| Steam (Metric tonnes) | 0.00 | 0.00 | 0.00 |
| Coal (Metric tonnes)  | 0.00 | 0.00 | 0.00 |

• Electricity consumption

|  | 2022          | 2023          | 2024          |
|--|---------------|---------------|---------------|
| Total electricity consumption within the organization (Kilowatt-Hours) | 28,213,700.58 | 31,290,408.63 | 35,945,116.10 |

Water management

• Water consumption

|                                       | 2022          | 2023           | 2024           |
|---------------------------------------|---------------|----------------|----------------|
| Total water withdrawal (Cubic meters) | 96,785,220.00 | 104,245,970.00 | 111,406,388.00 |

Waste management

• Waste from operations

|  | 2022                | 2023                | 2024                |
|--|---------------------|---------------------|---------------------|
| Non-hazardous waste (Kilograms)          | 1,865,370.00        | 1,063,000.00        | 6,756,960.00        |
| Hazardous waste (Kilograms)              | 7,340.00            | 3,850.00            | 2,380.00            |
| <b>Total waste generated (Kilograms)</b> | <b>1,872,710.00</b> | <b>1,066,850.00</b> | <b>6,759,340.00</b> |

Greenhouse gas management

• Greenhouse gas emissions

|  | 2022      | 2023      | 2024      |
|--|-----------|-----------|-----------|
| Scope 1 (Tons of carbon dioxide equivalents) | 356.00    | 415.00    | 447.00    |
| Scope 2 (Tons of carbon dioxide equivalents) | 12,083.00 | 12,944.00 | 16,185.00 |
| Scope 3 (Tons of carbon dioxide equivalents) | N/A       | N/A       | N/A       |



|   |                  |                  |                  |
|---|------------------|------------------|------------------|
| <b>Total GHG emissions (Metric tonnes of carbon dioxide equivalent)</b> | <b>12,439.00</b> | <b>13,359.00</b> | <b>16,632.00</b> |
|---|------------------|------------------|------------------|

• **Verification of greenhouse gas emissions over the past year**

Third-party verification : Yes

Name of verifying organization : LRQA (Thailand) Limited

## Social Aspect (3.4)

### Policy and Guideline on Social Aspect (3.4.1)

Human Rights Policy and Practice : Yes

URL of human rights policy : <https://www.wha-up.com/Uploads/elFinder/pdf/cg/20200601-whaup-cg-human-rights-policy-th.pdf>

Company human right guideline : Employee Rights, Migrant Workers, Child Labor, Consumer Rights, Community and Environment Rights, Safety and Occupational Health at Work, Non-discrimination

### Results with Respect to the Social Aspect (3.4.2)

#### Information about employees

##### • Total number of employees

|  | 2022       | 2023       | 2024       |
|--|------------|------------|------------|
| Number of male employees (Persons)         | 141        | 157        | 168        |
| Number of female employees (Persons)       | 37         | 37         | 45         |
| <b>Total number of employees (Persons)</b> | <b>178</b> | <b>194</b> | <b>213</b> |

##### • Employee remuneration

|                              | 2022  | 2023   | 2024   |
|------------------------------|-------|--------|--------|
| Employee remuneration (baht) | 99.94 | 145.89 | 159.27 |

##### • Employee development and training

|   | 2022  | 2023         | 2024         |
|---|-------|--------------|--------------|
| Average employee training hours (Hours / Person / Year) | 24.03 | 27.29        | 37.01        |
| Employee development and training expenses (baht)       | N/A   | 1,944,921.86 | 1,173,055.02 |

##### • Health, safety and work environment

|  | 2022 | 2023 | 2024 |
|--|------|------|------|
|--|------|------|------|

|  |   |   |   |
|--|---|---|---|
| Total number of lost time injury incidents by employees<br>(Cases) | 0 | 0 | 0 |
|--|---|---|---|

• **Employee retention**

|  | 2022 | 2023 | 2024 |
|--|------|------|------|
| Percentage of employees who voluntarily resigned (%) | 6.18 | 8.25 | 6.57 |

• **Significant labor dispute**

|                           | 2022 | 2023 | 2024 |
|---------------------------|------|------|------|
| Significant labor dispute | No   | No   | No   |

# Corporate Governance Policy

## Corporate Governance Policy

### Overview of the Corporate Governance Policy and Guideline (6.1)

#### Corporate Governance Policy

Corporate Governance Policy : Yes

Company website on corporate governance policy : <https://www.wha-up.com/Uploads/elFinder/pdf/cg/20230111-whaup-cg-policy-th.pdf>

#### Policy and Guideline Related to the Board of Directors (6.1.1)

##### Policy and guideline related to the board of directors

Company policy and guideline : Nomination of Directors, Compensation, Independence of the Board of Directors, Director Development, Board Performance Evaluation, Corporate Governance of Subsidiaries and Associated Companies

## Code of Conduct (6.2)

### Establishing a Code of Conduct

#### Establishing a Code of Conduct

Code of Conduct : Yes

##### Policy and Guideline related to the Code of Conduct

Company policy and guideline : Preventing of Conflicts of Interest, Preventing the Misuse of Inside Information, Anti-corruption, Whistleblowing

Corporate Governance Structure  
and Significant Information Regarding  
the Board of Directors, Subcommittees,  
Management,  
Employee and Other Information

## Corporate Governance Structure and Significant Information Regarding the Board of Directors, Subcommittees, Management, Employee and Other Information

### Board of Directors (7.2)

#### Composition of the board of directors (7.2.1)

|                                   | Number of persons | Percentage (%) |
|-----------------------------------|-------------------|----------------|
| Total number of directors         | 10                | 100.00         |
| Number of male directors          | 8                 | 80.00          |
| Number of female directors        | 2                 | 20.00          |
| Number of executive directors     | 1                 | 10.00          |
| Number of non-executive directors | 9                 | 90.00          |
| Number of independent directors   | 4                 | 40.00          |

#### Information on the board of directors and persons with authority to control the company (7.2.2)

##### List of directors

| General information   | Position  | Date position was assumed | Experience and expertise   |
|---|---|---------------------------|--|
| 1. Ms. JAREEPORN JARUKORNSAKUL<br>Gender: Female<br>Age: 57 years old<br>Highest level of education:<br>Honorary degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Chairman of the board<br>(Non-executive)<br><br>Director type: Original<br>director | 9 Feb 2018                | Risk Management, Strategic<br>Management, Finance,<br>Transportation & Logistics,<br>Economics |

|    |   |  |             |  |
|----|---|--|-------------|--|
| 2. | <p>Mr. KAMPHOL PANYAGOMETH</p> <p>Gender: Male</p> <p>Age: 52 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                    | <p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p> | 10 May 2024 | Accounting, Finance, Economics, Strategic Management, Risk Management                          |
| 3. | <p>Mr. VIVAT JIRATIKARNSAKUL</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Bachelor's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>            | <p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>   | 25 Mar 2015 | Energy & Utilities, Engineering, Strategic Management, Risk Management, Governance/ Compliance |
| 4. | <p>Mr. KRAILUCK ASAWACHATROJ</p> <p>Gender: Male</p> <p>Age: 52 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Finance</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                  | <p>Director</p> <p>(Non-executive)</p> <p>Director type: Original director</p>   | 20 Apr 2021 | Finance, Marketing, Risk Management, Strategic Management, Engineering                         |
| 5. | <p>Mr. NUMCHAI LOWATTANATAKUL</p> <p>Gender: Male</p> <p>Age: 68 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p> | <p>Director</p> <p>(Non-executive, Independent director)</p> <p>Director type: Original director</p>                               | 20 Apr 2021 | Energy & Utilities, Engineering, Strategic Management, Risk Management                         |



|    |  |   |             |   |
|----|--|---|-------------|---|
| 6. | <p>Mr. SOMKIAT MASUNTHASUWUN</p> <p>Gender: Male</p> <p>Age: 56 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                       | <p>Director<br/>(Executive)</p> <p>Director type: Original director</p>   | 23 Apr 2022 | Engineering, Strategic Management, Energy & Utilities, Negotiation                    |
| 7. | <p>Mr. SOMSAK PRATOMSRIMEK</p> <p>Gender: Male</p> <p>Age: 52 years old</p> <p>Highest level of education: Doctoral degree</p> <p>Major: Accounting</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                          | <p>Director<br/>(Non-executive, Independent director)</p> <p>Director type: Newly appointed director to replace ex-director</p> | 10 Aug 2024 | Accounting, Risk Management, Governance/ Compliance                                   |
| 8. | <p>Mr. NATTHAPATT TANBOON-EK</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration (Finance)</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p> | <p>Director<br/>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>                       | 10 Aug 2024 | Accounting, Governance/ Compliance, Engineering, Risk Management                      |
| 9. | <p>Mr. SEK WANNAMETHEE</p> <p>Gender: Male</p> <p>Age: 60 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Philosophy (Economics History)</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>          | <p>Director<br/>(Non-executive)</p> <p>Director type: Newly appointed director to replace ex-director</p>                       | 3 Dec 2024  | Governance/ Compliance, Economics, Strategic Management, Risk Management, Negotiation |

|     |  |  |            |   |
|-----|--|--|------------|---|
| 10. | Mrs. LUXMON ATTAPICH<br>Gender: Female<br>Age: 51 years old<br>Highest level of education:<br>Doctoral degree<br>Major: South East Asian Studies<br>(Economic Development)<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | 3 Dec 2024 | Economics, Strategic<br>Management, Negotiation,<br>Information & Communication<br>Technology |
|-----|--|--|------------|---|

#### List of directors who resigned/vacated their position during the year

| General information |   | Position   | Tenure  | Replacement Director    |
|---------------------|---|--|---|-------------------------|
| 1.                  | Mr. DAVID RICHARD NARDONE<br>(Director who resigned in 2024)<br>Gender: Male<br>Age: 69 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: No<br>Residing in Thailand: Yes    | Director<br>(Non-executive)                          | Date position was<br>assumed:<br>30 Jun 2008<br>Date directorship<br>ended:<br>1 May 2024 | No replacement director |
| 2.                  | Mrs. PUNNEE<br>WORAWUTHICHONGSATHIT<br>(Director<br>who resigned in 2024)<br>Gender: Female<br>Age: 72 years old<br>Highest level of education:<br>Master's degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive,<br>Independent director) | Date position was<br>assumed:<br>2 Dec 2015<br>Date directorship<br>ended:<br>10 Aug 2024 | No replacement director |
| 3.                  | Mr. WEIDT NUCHJALEARN (Director<br>who resigned in 2024)<br>Gender: Male<br>Age: 71 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes       | Director<br>(Non-executive,<br>Independent director) | Date position was<br>assumed:<br>2 Dec 2015<br>Date directorship<br>ended:<br>2 Dec 2024  | No replacement director |

|    |   |  |  |                         |
|----|---|--|--|-------------------------|
| 4. | Mr. EKAJAI TIVUTANOND (Director who resigned in 2024)<br>Gender: Male<br>Age: 72 years old<br>Highest level of education: Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes             | Director (Non-executive, Independent director) | Date position was assumed: 2 Dec 2015<br>Date directorship ended: 2 Dec 2024   | No replacement director |
| 5. | Mr. PAJONGWIT PONGSIVAPAI (Director who resigned in 2024)<br>Gender: Male<br>Age: 56 years old<br>Highest level of education: Master's degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director (Non-executive)                       | Date position was assumed: 22 Apr 2022<br>Date directorship ended: 10 Aug 2024 | No replacement director |

#### Other Information pertaining to committees

|  |       |
|--|-------|
| The Chairman is an independent director  | : No  |
| The Chairman and the manager are the same person   | : No  |
| The Chairman and the manager are members of the same family  | : No  |
| The company appoints at least one independent director to determine the agenda of the Board of Directors' meetings | : Yes |

## Sub-committees (7.3)

### Information about sub-committees (7.3.2)

#### Audit Committee

##### List of audit committee members

| General information   | Position  | Date position was assumed | Experience and expertise   |
|---|---|---------------------------|--|
| 1. Mr. KAMPHOL PANYAGOMETH [1]<br>Gender: Male<br>Age: 52 years old<br>Highest level of education: Doctoral degree<br>Major: Finance<br>Thai nationality: Yes<br>Residing in Thailand: Yes                                    | Chairman of the audit committee<br>(Non-executive, Independent director)<br><br>Director type: Additional and newly-appointed directors | 10 May 2024               | Accounting, Finance, Economics, Strategic Management, Risk Management                |
| 2. Mr. SOMSAK PRATOMSRIMEK [1]<br>Gender: Male<br>Age: 52 years old<br>Highest level of education: Doctoral degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes                                 | Audit committee<br>(Non-executive, Independent director)<br><br>Director type: Newly appointed director to replace ex-director          | 10 Aug 2024               | Accounting, Risk Management, Governance/ Compliance                                  |
| 3. Mrs. LUXMON ATTAPICH<br>Gender: Female<br>Age: 51 years old<br>Highest level of education: Doctoral degree<br>Major: South East Asian Studies (Economic Development)<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Audit committee<br>(Non-executive, Independent director)<br><br>Director type: Newly appointed director to replace ex-director          | 3 Dec 2024                | Economics, Strategic Management, Negotiation, Information & Communication Technology |

[1] A director with the accounting expertise needed to review financial statements

#### List of audit committee who resigned/vacated their position during the year

| General information  | Position   | Tenure  | Replacement Director   |
|--|--|---|--|
| 1. Mrs. PUNNEE<br>WORAWUTHICHONGSATHIT<br>(Director<br>who resigned in 2024) [1]<br>Gender: Female<br>Age: 72 years old<br>Highest level of education:<br>Master's degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Audit committee<br>(Non-executive,<br>Independent director)                    | Date position was<br>assumed:<br>2 Dec 2015<br>Date directorship<br>ended:<br>10 Aug 2024 | Mr. SOMSAK PRATOMSRIMEK<br>Date position was assumed:<br>10 Aug 2024 |
| 2. Mr. WEIDT NUCHJALEARN (Director<br>who resigned in 2024) [1]<br>Gender: Male<br>Age: 71 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: Yes<br>Residing in Thailand: Yes       | Chairman of the audit<br>committee<br>(Non-executive,<br>Independent director) | Date position was<br>assumed:<br>2 Dec 2015<br>Date directorship<br>ended:<br>2 Dec 2024  | No replacement director  |
| 3. Mr. EKAJAI TIVUTANOND (Director<br>who resigned in 2024) [1]<br>Gender: Male<br>Age: 72 years old<br>Highest level of education:<br>Master's degree<br>Major: Law<br>Thai nationality: Yes<br>Residing in Thailand: Yes                           | Audit committee<br>(Non-executive,<br>Independent director)                    | Date position was<br>assumed:<br>2 Dec 2015<br>Date directorship<br>ended:<br>2 Dec 2024  | Mrs. LUXMON ATTAPICH<br>Date position was assumed:<br>3 Dec 2026     |

[1] A director with the accounting expertise needed to review financial statements

#### Executive Committee

##### List of executive committee members

| General information | Position | Date position was assumed |
|---------------------|----------|---------------------------|
|---------------------|----------|---------------------------|

|    |  |  |                    |
|----|--|--|--------------------|
| 1. | <p>Ms. JAREEPORN JARUKORNSAKUL</p> <p>Gender: Female</p> <p>Age: 57 years old</p> <p>Highest level of education: Honorary degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p> | <p>Chairman of the executive committee</p> | <p>11 Aug 2016</p> |
| 2. | <p>Mr. SOMKIAT MASUNTHASUWUN</p> <p>Gender: Male</p> <p>Age: 56 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Engineering</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>                 | <p>Member of the executive committee</p>   | <p>23 Apr 2022</p> |
| 3. | <p>Mr. Natthapatt Tanboon-ek</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>     | <p>Member of the executive committee</p>   | <p>8 Aug 2019</p>  |
| 4. | <p>Mr. Akarin Prathuangsit</p> <p>Gender: Male</p> <p>Age: 49 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>       | <p>Member of the executive committee</p>   | <p>23 Apr 2022</p> |
| 5. | <p>Mr. Prapon Chinudomsub</p> <p>Gender: Male</p> <p>Age: 45 years old</p> <p>Highest level of education: Master's degree</p> <p>Major: Business Administration</p> <p>Thai nationality: Yes</p> <p>Residing in Thailand: Yes</p>        | <p>Member of the executive committee</p>   | <p>1 Sep 2020</p>  |

**List of executive committee members who resigned/vacated their position during the year**

| General information   | Position                          | Tenure  | Replacement Director    |
|---|-----------------------------------|---|-------------------------|
| 1. Mr. DAVID RICHARD NARDONE<br>(Director who resigned in 2024)<br>Gender: Male<br>Age: 69 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>Thai nationality: No<br>Residing in Thailand: Yes | Member of the executive committee | Date position was assumed:<br>11 Aug 2016<br>Date directorship ended:<br>1 Mar 2023 | No replacement director |
| 2. Mr. VIVAT JIRATIKARNSAKUL<br>Gender: Male<br>Age: 68 years old<br>Highest level of education:<br>Bachelor's degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes   | Member of the executive committee | Date position was assumed:<br>11 Aug 2016<br>Date directorship ended:<br>1 Mar 2023 | No replacement director |
| 3. Mr. PAJONGWIT PONGSIVAPAI<br>(Director who resigned in 2024)<br>Gender: Male<br>Age: 56 years old<br>Highest level of education:<br>Master's degree<br>Major: Engineering<br>Thai nationality: Yes<br>Residing in Thailand: Yes            | Member of the executive committee | Date position was assumed:<br>9 Jul 2021<br>Date directorship ended:<br>10 Aug 2024 | No replacement director |

**Other sub-committees**

**Sub-committees information**

| Name of sub-committees | List of directors | Position |
|------------------------|-------------------|----------|
|------------------------|-------------------|----------|

|  |  |          |
|--|--|----------|
| Nomination and Remuneration Committee                      | Ms. JAREEPORN JARUKORNSAKUL                                      | Member   |
|  | Mr. KAMPHOL PANYAGOMETH  | Chairman |
|  | Mr. SOMSAK PRATOMSRIMEK  | Member   |
|  | Mr. WEIDT NUCHJALEARN (Director who resigned in 2024)            | Chairman |
|  | Mr. EKAJAI TIVUTANOND (Director who resigned in 2024)            | Member   |
| Risk Management Committee                                  | Ms. JAREEPORN JARUKORNSAKUL                                      | Chairman |
|  | Mr. NUMCHAI LOWATTANATAKUL                                       | Member   |
|  | Mr. SEK WANNAMETHEE  | Member   |
|  | Mr. SOMSAK PRATOMSRIMEK  | Member   |
|  | Mr. EKAJAI TIVUTANOND (Director who resigned in 2024)            | Member   |
| Corporate Governance and Sustainable Development Committee | Mr. NUMCHAI LOWATTANATAKUL                                       | Chairman |
|  | Mrs. LUXMON ATTAPICH   | Member   |
|  | Mr. SEK WANNAMETHEE  | Member   |
|  | Mrs. PUNNEE WORAWUTHICHONGSATHIT (Director who resigned in 2024) | Chairman |
|  | Mr. EKAJAI TIVUTANOND (Director who resigned in 2024)            | Member   |

#### **Roles of Sub-committees**

|   |  |
|---|--|
| Sub-committees responsible for risk management                      | : Risk Management Committee                                  |
| Sub-committees responsible for nomination                           | : Nomination and Remuneration Committee                      |
| Sub-committees responsible for remuneration                         | : Nomination and Remuneration Committee                      |
| Sub-committees responsible for corporate governance                 | : Corporate Governance and Sustainable Development Committee |
| Sub-committees responsible for corporate sustainability development | : Corporate Governance and Sustainable Development Committee |



## Executives (7.4)

### List and positions of the executive (7.4.1)

#### The four highest-ranking executives

| General information  | Position   | Date position was assumed | Experience and expertise   |
|--|--|---------------------------|--|
| 1. Mr. SOMKIAT MASUNTHASUWUN<br>Gender: Male<br>Age: 56 years old<br>Highest level of education: Master's degree<br>Major: Engineering                   | CHIEF EXECUTIVE OFFICER                                | 1 May 2022                | Engineering, Strategic Management, Energy & Utilities, Negotiation     |
| 2. Mr. Akarin Prathuangsit<br>Gender: Male<br>Age: 49 years old<br>Highest level of education: Master's degree<br>Major: Business Administration         | Deputy Chief Executive Officer/Chief Operating Officer | 23 Feb 2022               | Energy & Utilities, Engineering, Strategic Management, Risk Management |
| 3. Mr. Prapon Chinudomsub [1]<br>Gender: Male<br>Age: 45 years old<br>Highest level of education: Master's degree<br>Major: Business Administration      | Chief Financial Officer                                | 1 Sep 2020                | Accounting, Finance, Engineering, Strategic Management, Budgeting      |
| 4. Mr. Varanon Laosuwun<br>Gender: Male<br>Age: 43 years old<br>Highest level of education: Master's degree<br>Major: Science (Management of Technology) | Director of Utilities Business Development             | 1 Feb 2016                | Energy & Utilities   |
| 5. Mr. Teerasak Meepansaen [2]<br>Gender: Male<br>Age: 43 years old<br>Highest level of education: Master's degree<br>Major: Accounting                  | Director of Accounting                                 | 1 Mar 2023                | Accounting   |

[1] Highest responsibility in accounting and finance

[2] Directly responsible for financial account supervision

## Remuneration policy for executives (7.4.2 – 7.4.3)

### Remuneration

|                                     | 2022  | 2023  | 2024  |
|-------------------------------------|-------|-------|-------|
| Total executive remuneration (baht) | 45.56 | 51.58 | 41.52 |

### Other forms of remuneration

Employee Stock Ownership Plan (ESOP) : No

Employee Joint Investment Program (EJIP) : No

## Employees (7.5)

### Information about company employees

#### Employees

Number of male employees (persons) : 168

Number of female employees (persons) : 45

**Total number of employees (persons)** : 213

#### Employee Remuneration

Total employee remuneration : 159.27

#### Provident fund

Total number of employees (persons) : 213

Number of employees contributing to the PVD (persons) : 188

Percentage of employees who are members (%) : 88.26

## Other Significant Information (7.6)

### Other significant information

#### Assigned persons

- Person assigned to take direct responsibility for accounting oversight

| General information        | Email                | Telephone   |
|----------------------------|----------------------|-------------|
| 1. Mr. Teerasak Meepansaen | teerasakm@wha-up.com | 02 719 9559 |

- Company secretary

| General information           | Email                   | Telephone   |
|-------------------------------|-------------------------|-------------|
| 1. Ms. Budsaracom Suwannasorn | budsaracomsu@wha-up.com | 02 719 9559 |

- Head of internal audit

| General information       | Email                | Telephone   |
|---------------------------|----------------------|-------------|
| 1. Mr. Teerawat Arayapong | teerawata@wha-up.com | 02 719 9559 |

- Head of compliance unit

| General information      | Email              | Telephone   |
|--------------------------|--------------------|-------------|
| 1. Mr. Jirayu Chompoorat | jirayuc@wha-up.com | 02 719 9559 |

- Head of investor relations

| General information        | Email         | Telephone   |
|----------------------------|---------------|-------------|
| 1. Ms. Tatpichar Chatsupap | ir@wha-up.com | 02 719 9559 |

#### Company's auditor

| Company | Names and general information of auditors | Audit fee (baht) | Other non-audit fees (baht) |
|---------|---|------------------|-----------------------------|
|---------|---|------------------|-----------------------------|

|  |   |              |   |
|--|---|--------------|---|
| 1. PRICEWATERHOUSECOOPERS<br>ABAS<br>COMPANY LIMITED | 1. Mr BOONRUENG LERDWISESWIT              | 2,637,000.00 | - |
|  | Email: boonrueng.<br>lerdwiseswit@pwc.com |              |   |
|  | Telephone: -                              |              |   |
|  | 2. Mr PAIBOON TUNKOON                     |              |   |
|  | Email: paiboon.tunkoon@pwc.com            |              |   |
|  | Telephone: -                              |              |   |
|  | 3. Mrs. WANVIMOL PREECHAWAT               |              |   |
|  | Email: wanvimol.<br>preechawat@pwc.com    |              |   |
|  | Telephone: -                              |              |   |

# Performance Report on Corporate Governance

## Performance Report on Corporate Governance

### Summary of Director Performance (8.1)

#### Selection, development, and evaluation of duty performance of the Board of Directors (8.1.1)

##### List of new directors appointed in the past year

###### • List of newly appointed director to replace the ex-director

| General information  | Position   | Date position was assumed                    | Experience and expertise  |
|--|--|--|---|
| 1. Mr. KAMPHOL PANYAGOMETH<br>Gender: Male<br>Age: 52 years old<br>Highest level of education:<br>Doctoral degree<br>Major: Finance<br>Thai nationality: Yes<br>Residing in Thailand: Yes                                | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | Date position was<br>assumed:<br>10 May 2024 | Accounting, Finance,<br>Economics, Strategic<br>Management, Risk Management |
| 2. Mr. SOMSAK PRATOMSRIMEK<br>Gender: Male<br>Age: 52 years old<br>Highest level of education:<br>Doctoral degree<br>Major: Accounting<br>Thai nationality: Yes<br>Residing in Thailand: Yes                             | Director<br>(Non-executive,<br>Independent director)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director | Date position was<br>assumed:<br>10 Aug 2024 | Accounting, Risk Management,<br>Governance/ Compliance                      |
| 3. Mr. NATTHAPATT TANBOON-EK<br>Gender: Male<br>Age: 49 years old<br>Highest level of education:<br>Master's degree<br>Major: Business Administration<br>(Finance)<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive)<br><br>Director type: Newly<br>appointed director to<br>replace ex-director                          | Date position was<br>assumed:<br>10 Aug 2024 | Accounting, Governance/<br>Compliance, Engineering,<br>Risk Management      |

|    |  |   |  |   |
|----|--|---|--|---|
| 4. | Mr. SEK WANNAMETHEE<br>Gender: Male<br>Age: 60 years old<br>Highest level of education: Master's degree<br>Major: Philosophy (Economics History)<br>Thai nationality: Yes<br>Residing in Thailand: Yes                     | Director<br>(Non-executive)<br><br>Director type: Newly appointed director to replace ex-director                       | Date position was assumed:<br>3 Dec 2024 | Governance/ Compliance, Economics, Strategic Management, Risk Management, Negotiation |
| 5. | Mrs. LUXMON ATTAPICH<br>Gender: Female<br>Age: 51 years old<br>Highest level of education: Doctoral degree<br>Major: South East Asian Studies (Economic Development)<br>Thai nationality: Yes<br>Residing in Thailand: Yes | Director<br>(Non-executive, Independent director)<br><br>Director type: Newly appointed director to replace ex-director | Date position was assumed:<br>3 Dec 2024 | Economics, Strategic Management, Negotiation, Information & Communication Technology  |

#### Development of directors over the past year

| List of directors   | Position              | Participated in director development program |
|---|-----------------------|--|
| Ms. JAREEPORN JARUKORNSAKUL                               | Chairman of the board | Participating                                |
| Mr. KAMPHOL PANYAGOMETH                                   | Director              | Participating                                |
| Mr. VIVAT JIRATIKARNSAKUL                                 | Director              | Participating                                |
| Mr. KRAILUCK ASAWACHATROJ                                 | Director              | Participating                                |
| Mr. NUMCHAI LOWATTANATAKUL                                | Director              | Participating                                |
| Mr. SOMKIAT MASUNTHASUWUN                                 | Director              | Participating                                |
| Mr. SOMSAK PRATOMSRIMEK                                   | Director              | Participating                                |
| Mr. NATTHAPATT TANBOON-EK                                 | Director              | Participating                                |
| Mr. SEK WANNAMETHEE                                       | Director              | Participating                                |
| Mrs. LUXMON ATTAPICH                                      | Director              | Participating                                |
| Mr. DAVID RICHARD NARDONE (Director who resigned in 2024) | Director              | Non-participating                            |

|   |          |               |
|---|----------|---------------|
| Mrs. PUNNEE WORAWUTHICHONGSATHIT<br>(Director who resigned in 2024) | Director | Participating |
| Mr. WEIDT NUCHJALEARN (Director who resigned in 2024)               | Director | Participating |
| Mr. EKAJAI TIVUTANOND (Director who resigned in 2024)               | Director | Participating |
| Mr. PAJONGWIT PONGSIVAPAI (Director who resigned in 2024)           | Director | Participating |

**Directors' performance assessment**

Method used to evaluate directors' performance

: Whole-board-of-directors assessment, Individual-director assessment (self-assessment)

**Meeting attendance and remuneration to each Board member (8.1.2)**

**Meeting attendance of the board of directors**

Number of board meetings (times)

: 8

Date of AGM meeting

: 18 Apr 2024

EGM meeting

: No

|    | List of directors                                      | Termination date | Number of Board Meeting | AGM meetings      | EGM meetings             |
|----|--|------------------|-------------------------|-------------------|--------------------------|
| 1. | Ms. JAREEPORN JARUKORNSAKUL<br>(Chairman of the board) | -                | 8/8                     | Participating     | Did not hold the meeting |
| 2. | Mr. KAMPHOL PANYAGOMETH<br>(Director)                  | -                | 5/5                     | Non-participating | Did not hold the meeting |
| 3. | Mr. VIVAT JIRATIKARNSAKUL<br>(Director)                | -                | 8/8                     | Participating     | Did not hold the meeting |
| 4. | Mr. KRAILUCK ASAWACHATROJ<br>(Director)                | -                | 8/8                     | Participating     | Did not hold the meeting |



|     |  |             |     |                   |                          |
|-----|--|-------------|-----|-------------------|--------------------------|
| 5.  | Mr. NUMCHAI LOWATTANATAKUL<br>(Director)                                       | -           | 8/8 | Participating     | Did not hold the meeting |
| 6.  | Mr. SOMKIAT MASUNTHASUWUN<br>(Director)  | -           | 8/8 | Participating     | Did not hold the meeting |
| 7.  | Mr. SOMSAK PRATOMSRIMEK<br>(Director)  | -           | 3/3 | Non-participating | Did not hold the meeting |
| 8.  | Mr. NATTHAPATT TANBOON-EK<br>(Director)  | -           | 3/3 | Non-participating | Did not hold the meeting |
| 9.  | Mr. SEK WANNAMETHEE<br>(Director)  | -           | 1/1 | Non-participating | Did not hold the meeting |
| 10. | Mrs. LUXMON ATTAPICH<br>(Director)   | -           | 1/1 | Non-participating | Did not hold the meeting |
| 11. | Mr. DAVID RICHARD NARDONE (Director who resigned in 2024)<br>(Director)        | 1 May 2024  | 2/2 | Participating     | Did not hold the meeting |
| 12. | Mrs. PUNNEE WORAWUTHICHONGSATHIT (Director who resigned in 2024)<br>(Director) | 10 Aug 2024 | 5/5 | Participating     | Did not hold the meeting |
| 13. | Mr. WEIDT NUCHJALEARN (Director who resigned in 2024)<br>(Director)            | 2 Dec 2024  | 7/7 | Participating     | Did not hold the meeting |
| 14. | Mr. EKAJAI TIVUTANOND (Director who resigned in 2024)<br>(Director)            | 2 Dec 2024  | 7/7 | Participating     | Did not hold the meeting |
| 15. | Mr. PAJONGWIT PONGSIVAPAI (Director who resigned in 2024)<br>(Director)        | 10 Aug 2024 | 5/5 | Participating     | Did not hold the meeting |

#### Remuneration for company directors

|    | List of directors                                      | Termination date | Meeting allowance<br>(baht) | Other monetary<br>remuneration<br>(baht) | Other non-<br>monetary |
|----|--|------------------|-----------------------------|--|------------------------|
| 1. | Ms. JAREEPORN JARUKORNSAKUL<br>(Chairman of the board) | -                | 240,000.00                  | 1,111,639.33                             | No                     |
| 2. | Mr. KAMPHOL PANYAGOMETH<br>(Director)                  | -                | 125,000.00                  | 100,000.00                               | No                     |
| 3. | Mr. VIVAT JIRATIKARNSAKUL<br>(Director)                | -                | 200,000.00                  | 978,002.69                               | No                     |
| 4. | Mr. KRAILUCK ASAWACHATROJ<br>(Director)                | -                | 200,000.00                  | 978,002.69                               | No                     |
| 5. | Mr. NUMCHAI LOWATTANATAKUL<br>(Director)               | -                | 200,000.00                  | 978,002.69                               | No                     |

|     |  |             |            |            |    |
|-----|--|-------------|------------|------------|----|
| 6.  | Mr. SOMKIAT MASUNTHASUWUN<br>(Director)  | -           | 200,000.00 | 978,002.69 | No |
| 7.  | Mr. SOMSAK PRATOMSRIMEK<br>(Director)  | -           | 75,000.00  | 62,500.00  | No |
| 8.  | Mr. NATTHAPATT TANBOON-EK<br>(Director)  | -           | 75,000.00  | 62,500.00  | No |
| 9.  | Mr. SEK WANNAMETHEE<br>(Director)  | -           | 25,000.00  | 12,500.00  | No |
| 10. | Mrs. LUXMON ATTAPICH<br>(Director)   | -           | 25,000.00  | 12,500.00  | No |
| 11. | Mr. DAVID RICHARD NARDONE (Director who<br>resigned in 2024)<br>(Director)           | 1 May 2024  | 50,000.00  | 878,002.69 | No |
| 12. | Mrs. PUNNEE WORAWUTHICHONGSATHIT<br>(Director<br>who resigned in 2024)<br>(Director) | 10 Aug 2024 | 125,000.00 | 915,502.69 | No |
| 13. | Mr. WEIDT NUCHJALEARN (Director who<br>resigned<br>in 2024)<br>(Director)            | 2 Dec 2024  | 175,000.00 | 965,502.69 | No |
| 14. | Mr. EKAJAI TIVUTANOND (Director who<br>resigned<br>in 2024)<br>(Director)            | 2 Dec 2024  | 175,000.00 | 965,502.69 | No |
| 15. | Mr. PAJONGWIT PONGSIVAPAI (Director who<br>resigned in 2024)<br>(Director)           | 10 Aug 2024 | 125,000.00 | 915,502.69 | No |

## Report on the Audit Committee's Performance for the Past Year (8.2)

### Report on the audit committee's performance for the past year

#### Meeting attendance of audit committee

Number of Audit committee meetings (times) : 8

|    | List of directors  | Termination date | Number of the audit<br>committee meeting |
|----|--|------------------|--|
| 1. | Mr. KAMPHOL PANYAGOMETH<br>(Chairman of the audit committee) | -                | 4/4                                      |
| 2. | Mr. SOMSAK PRATOMSRIMEK<br>(Audit committee)                 | -                | 2/2                                      |

|    |   |             |     |
|----|---|-------------|-----|
| 3. | Mrs. LUXMON ATTAPICH<br>(Audit committee)   | -           | 0/0 |
| 4. | Mrs. PUNNEE WORAWUTHICHONGSATHIT (Director who<br>resigned in 2024)<br>(Audit committee)      | 10 Aug 2024 | 6/6 |
| 5. | Mr. WEIDT NUCHJALEARN (Director who resigned in<br>2024)<br>(Chairman of the audit committee) | 2 Dec 2024  | 8/8 |
| 6. | Mr. EKAJAI TIVUTANOND (Director who resigned in<br>2024)<br>(Audit committee)                 | 2 Dec 2024  | 8/8 |