



Well Graded Engineering Public Company Limited  
 50/1203 M.9 Bangpood Sub-district, Pakkret district, Nonthaburi Province 11120  
 Website: well-graded.com Email: secretary@wge.in.th Tel: 02-981-7992-4

## Minutes of Annual General Meeting of Shareholders for the Year 2023 of Well Graded Engineering Public Company Limited

### Date, Time and Venue

Well Graded Engineering Public Company Limited (“the **Company**”) held the Annual General Meeting of Shareholders for the Year 2023 on April 20, 2023 at 13.30 hours via electronic media (e-AGM) broadcasting from the meeting room of the Company headquarter, No. 50/1203, Moo 9, Bangpood Subdistrict, Pakkret District, Nonthaburi, 11120.

### The meeting started at 13.30 hours

Ms. Warittha Srichuay was assigned to conduct the Meeting and welcomed all shareholders to the Annual General Meeting of Shareholders for the year 2023 held on Thursday, April 20, 2023 at 13.30 hours at the Company headquarter, No. 50/1203, Moo 9, Bangpood Subdistrict, Pakkret District, Nonthaburi, 11120.

The event is aimed at reducing greenhouse gas emissions, which is the cause of global warming, as well as reducing paper from documentation and reducing waste which resulted from the event and reducing travel by participants, as well as ensuring safety and reduce shareholders' risk of COVID-19 infection. The Company was concerned about the health of all shareholders and therefore held this General Meeting of Shareholders through electronic media (e-AGM) via DAP e-Shareholder meeting provided by Digital Access Platform Company Limited (“DAP”), an affiliated company of the Stock Exchange of Thailand (“SET”), only, which complied with the electronic meeting standards of the Electronic Transactions Development Agency (Public Organization). During the Meeting, if shareholders had a problem or question about channels and how to watch the Meeting or needed help during the Meeting, they were asked to contact the Company through 02-981-7992-4 ext. 0.

Ms. Warittha Srichuay, the moderator of the Meeting, introduced the method on how to attend the Annual General Meeting of Shareholders for the year 2023 via electronic media by the following means:

### Logging-in

1. Attendees could login to e-Service Platform from 11:30 hours until the end of the Meeting.



2. Once logged into the DAP e-Shareholder meeting system, attendees can press the button “Join the Meeting”. In case the meeting screen cannot be opened via the system, press the “Open Webex” button at the top right to use it through the Cisco Webex Meeting Application to join the Meeting and watch the E-AGM Meeting broadcast.
3. Attendees could use a desktop computer, laptop, tablet, or mobile phone that was a smartphone with a camera via a web browser such as Google Chrome, Safari or Internet Explorer, the system supporting both iOS and Android operating systems.

Ms. Warittha Srichuay, the moderator of the Meeting, introduced about the Company’s registered capital and shares as follows:

Registered capital	300,000,000	Baht
Paid- Up Capital.	300,000,000	Baht
Issued and sold shares	600,000,000	Shares
Par value (per share)	0.50	Baht

The Company had determined the names of shareholders who were entitled to attend the 2023 Annual General Meeting of Shareholders on March 7, 2023, in which the Company had a total of 3,136 shareholders, comprising 3,133 Thai nationals, holding 598,987,900 shares or equivalent to 99.83 percent of the total number of issued shares of the Company and 3 foreign shareholders, holding 1,012,100 shares or equivalent to 0.17 percent of the total number of issued shares of the Company.

Then, the moderator, Ms. Warittha Srichuay, introduced the Chairman of the Company, the Board of Directors, the representatives of the auditor and the legal advisors as the following:

List of directors attending the Meeting at the Company headquarters

1. Ms. Tachanun Kangwantrakool Chairman of the Board of Directors / Independent Director
2. Asst.Prof. Wikrom Jaruphongsa, Ph.D. Vice Chairman of the Board of Directors / Chairman of the Audit Committee / Independent Director
3. Mr. Kraingsak Buanoom Director / Chairman of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee  
Managing Director /



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- |                            |   |
|----------------------------|---|
| 4. Mr. Vayu Tongpoon       | Director  |
| 5. Mrs. Ploypatcha Buanoom | Director  |
| 6. Ms. Pakamol Chanhom     | Director / Managing Director of Accounting and Finance Department |
| 7. Mr. Kriangkrai Buanoom  | Director / Company Secretary                                      |

List of directors attending the Meeting through WebEx

- |                         |                      |
|-------------------------|----------------------|
| 1. Mr. Chamnarn Wangtal | Independent Director |
|-------------------------|----------------------|

The Company has a total of 8 directors, with directors participating in this event accounting for 100 % of the total directors.

List of auditors from DIA International Audit Company Limited attending the Meeting through WebEx

1. Mrs. Saowanee Ratanamaitrikiat
2. Mr. Nuttapon Chutchaikulsiri
3. Mr. Peerapon Booranawattanakul

List of legal advisors from Legal Advisory Council Company Limited attending the Meeting through WebEx

1. Mr. Puchong Tanthumart
2. Ms. Sanisri Chiravisuthikul
3. Ms. Nalinporn Sapraser

Then, Ms. Warittha Srichuay, the moderator of the Meeting, introduced an observer through the WebEx system from Representative from Thai Investors Association, namely, Ms. Chanatip Wittayukul

In order for the Meeting to be in accordance with good corporate governance principles of voting, Ms. Warittha Srichuay, the moderator of the Meeting, presented the rules and procedures for voting, since the Company had organized this Meeting in form of electronic media or e-AGM via DAP e-Shareholder meeting system only, detailed as follows:

1. At the time for voting according to the agenda of the e-AGM Meeting, the chairman of the Meeting would propose the Meeting to vote on each agenda. The e-Service platform would allow the shareholders to vote, whereby the shareholders had to click on "Voting". Voting had to be carried out within a specified time, which in this Meeting, was set at 1 minute.



2. For the voting, the shareholders would vote on each agenda by voting "Approve" or "Disapprove" or "Abstain". If the shareholders did not vote, the system would automatically count such as vote "Approve".
3. However, if any shareholder wished to amend their vote, the shareholder could go back and revise the vote within the remaining time.
4. In the event that a shareholder had appointed a proxy to attend the Meeting on the shareholder's behalf, the proxy had the right to consider and vote on behalf of the shareholder who had given proxy in all respects as deemed appropriate. Voting would be done in the same way as the shareholders attending the meeting in person.
5. If a shareholder had assigned proxy to vote on each agenda in the proxy form, the voting as specified in the proxy form would apply.

#### **Criteria for counting votes**

1. One share would be counted as one vote and a majority vote would be taken as a basis for a resolution, unless otherwise required by law. In the event of an equality of the votes, the chairman of the Meeting would have an additional vote as a casting vote.
2. Counting of the voting results in each agenda would only entail counting the votes of the shareholders who voted "Disapprove" and "Abstain", and such would be deducted from the total number of votes of the shareholders at the Meeting, whereby the rest would be considered as "Approve" votes. In this regard, the total number of votes that the shareholders had already voted for in the proxy form had been recorded in advance when registering to attend the Meeting.
3. The voting result notification would state the votes of "Approve", "Disapprove" and "Abstain". Each agenda would use the number of shares of the latest attendees.

#### **Instruction for submitting questions**

1. If attendees wished to ask questions during the Meeting, attendees had to return to the DAP e-Shareholder meeting page previously logged in and press the "Send Question" button to queue up to ask questions. Attendees could type questions before the beginning of each agenda.
2. Shareholders who wanted to ask questions, were kindly asked to provide a real name according to the shareholders' registration recorded in the system for accuracy and clarity.



3. Shareholders can submit questions in advance by pressing the "Send Questions" button and then selecting the agenda for which they want to ask questions. After that, type in advance and press the Send Questions button.
4. When permitted to ask questions, the Company would call a shareholder's name and ask the shareholder to turn on the microphone or both microphone and video camera to ask the question.
5. If there were many shareholders asking questions in each agenda, the Company would choose to answer questions according to the queue order and / or limit the number of questions in order to manage the Meeting time.
6. In the event that the shareholders had questions or opinions other than the agenda being considered, the Company would recommend to inquire or comment on another agenda at the end of the Meeting, which the chairman of the Meeting would inform attendees of once again. Therefore, shareholders were kindly requested to cooperate in order to make the Meeting go smoothly and in accordance with the agenda.
7. The Company would record video and audio throughout all agenda of the Meeting. After the Meeting, the recorded video and audio would be published on the Company's website for the convenience of all shareholders.

In accordance with Article 39 of the Articles of Association of the Company, there had to be at least twenty-five shareholders or proxies from shareholders (if any), or not less than one-half of the total number of shareholders and having shares amounting to not less than one-third of the total issued shares to constitute a quorum. Therefore, the Company informed the Meeting that in the Annual General Meeting of Shareholders for the year 2023, there were shareholders registered to attend the Meeting in person via the DAP e-Shareholder meeting system and shareholders represented by proxy to attend the Meeting on their behalf as follows:

Shareholders who attended the Meeting in person	Numbered	9	Persons
Proxy	Numbered	26	Persons
Total Attendees	Numbered	35	Persons
Total Shares		600,000,000	Shares
Total shareholders and proxies in attendance		448,769,300	Shares
Total shareholders and proxies in attendance equivalent to		74.79	Percent of the total issued shares

The above number constituted a quorum according to the Company's Articles of Association.



Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, performing the duties as Chairman of the Meeting, welcomed all shareholders to the Annual General Meeting of Shareholders for the year 2023 of the Company and proposed that the Meeting begins.

Ms. Warittha Srichuay, the moderator of the Meeting, stated that with intention to comply with good corporate governance principles regarding shareholder rights and equitable treatment of shareholders, the Company had given shareholders the right to propose matters to be included in the Meeting agenda in advance by announcing such through the Company's website from September 30, 2022 until November 30, 2022. In this Meeting, shareholders had not proposed any additional agendas for the Annual General Meeting of Shareholders for the year 2023.

In this Meeting, the Company will collect, use and disclose personal information, including still images, sounds and video of all attendees for recording, preparing meeting minutes and meeting management.

The Board of Directors, therefore, stipulated the matters in accordance with the following agendas.

#### **Agenda 1 To Acknowledge the Company's Operating Performance for the Year 2022.**

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kraingsak Buanoom, the Managing Director, to clarify the details of the agenda to acknowledge the Company's operating performance for the year 2022.

Mr. Kraingsak Buanoom, the Managing Director, clarified details of this agenda to acknowledge the Company's operating performance for the year 2022, which could be summarized as follows:

##### **1.1 The Company's operating result in 2022**

The fiscal year 2022, the Company and subsidiary had income from operations of Baht 1,654.54 million, net profit of Baht 122.35 million, total assets of Baht 1,512.55 million, total liabilities of Baht 995.47 million and shareholders' equity of Baht 517.08 million.

The Company had prepared a Management Discussion and Analysis (MD&A) explaining the changes in the numbers of the financial statements, including various factors "affecting the Company,



both positively and negatively". The work in the year 2022 was submitted and disseminated through the Stock Exchange of Thailand and presented in the annual report (Form 56-1 One Report).

## 1.2 Business Plan in 2023

Due to important events that had happened in the past 3 years, starting with the problem of the Covid 19 epidemic and the war between Ukraine and Russia, resulting in a shortage of goods in many building materials, including the energy sector. This was the beginning of the price adjustment of construction materials, as well as the problems of transportation both within the country and abroad. The two events mentioned above caused widespread economic problems directly affecting the Company in 5 key areas:

- (1) Material costs of ongoing projects have increased. divided into direct rising material such as rebar, concrete, as well as a group of materials imported from abroad. This is a result of the increase in fuel prices. In addition to buying materials that prices increased, there was still an indirect cost that was a group of trading partners who were subcontractors who were unable to bear the loss, which the Company needed to help in order to retain labor in the project operations.
- (2) Shipping from abroad had been delayed especially for the group of goods that rely on Semiconductor as a component such as a passenger lift, a product that was an electric appliance.
- (3) A labor shortages due to the country's closure and setting regulations that were not in time to support business.
- (4) The productivity of employees and labor was reduced due to infection with Covid-19.
- (5) Longer project duration. This caused the increase of the cost of management to the central inevitably, especially government projects, and private projects that operated during such situation. This resulted in the Company having to bear higher costs, approximately Baht 160 million, or 10% of revenue in 2022.

According to the problems mentioned above, the Company therefore had set strategies for operating the business in 3 periods as follows:



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- In 2023, the Company set strategies for crisis management by accelerating work delivery, especially government departments, to control management costs, as well as to find more works from the private sector, as well as cost control.
- In 2024, the Company set strategies to develop potentials to expand business opportunities in order to increase profitability.
- In the year 2025, the Company was looking for more aggressive business expansion and marketing opportunities.

And for the overall strategy in 2023, the Company expected to be able to recognize revenue of about Baht 2,000 million, from the recognition of revenue from existing projects of approximately Baht 1,850 million and from bidding for new projects. It was expected to be able to recognize additional revenue of about Baht 150 million, which would have a gross profit of not less than 10%. In addition, the Company also focuses on the management of project contracts, both in the public and private sectors. The goal was to be able to deliver the work to the project owners within this year, totaling 8 projects, consisting of 4 government projects and 4 private sector projects, including expanding the new customer base and cost management for maximum benefit.

As for the backlog in 2023, the Company still had Baht 2,185 million which would be able to recognize revenue by the middle of this year about Baht 1,000 million. The Company set a target that the Company would be able to recognize revenue of about Baht 2,000 million by the end of 2023. During this year, the Company expected to be able to bid for additional projects of approximately Baht 2,000 million. By the year 2023, the Company expected to have a backlog of Baht 2,000 million, all time plus-minus to be able to recognize revenue this year at Baht 2,000 million. Further, the Company expected to be able to grow by 10% in 2024.

In addition, the Company had focused on preventing involvement in corruption with providing the Company's anti-corruption policy which prohibits all forms of corruption actions of directors,





executives, employees of the Company. The Company had therefore prepared a policy in writing, which had been approved by the resolution of the Board of Directors Meeting No. 1/2019 on 26 February 2019 covering Anti-Corruption so that all directors, executives and employees understand the ethical standards used by the Company in its business operations. The policy was published on the Company's website and the Company has been diligently monitoring the implementation of such ethics. In the past year 2022, the Company did not find any material issues in non-compliance with the policy or relevant requirements and regulations. and had not yet received any whistleblowing or complaints from outsiders and stakeholders. The Board therefore deemed it appropriate to propose to the Annual General Meeting of Shareholders for the acknowledgement of the Company's operating results for the year 2022 as presented above.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company opened the system for shareholders to ask questions and shareholders could submit questions to the system, which will be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting informed the Meeting that this agenda was for acknowledgment only and no voting was required.

## **Agenda 2 To Consider and Approve the Financial Statements for the Fiscal Year Ended December 31, 2022.**

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Ms. Pakamol Chanhom, Director and Managing Director of Accounting and Finance Department, to clarify the details of the Company's financial statements for the fiscal year ended December 31, 2022.

Ms. Pakamol Chanhom, Director and Managing Director of Accounting and Finance Department, clarified details of this agenda to the Meeting that in order to comply with Section 112 of the Public Limited Companies Act, B.E. 2535 and Article 57 of the Company's Articles of Association, such stipulated that "The Board of Directors shall arrange for preparation of the balance sheet, profit and loss statements for the fiscal year ended of the Company, and shall submit such to the shareholders meeting at the annual general meeting to consider approving the balance sheet, profit and loss statements for the year. The Board of Directors must arrange for the auditor to complete the audit before proposing such to the shareholders' meeting" The Company had prepared a statement of financial position and statement of



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comprehensive income for the fiscal year ended on December 31, 2022 as shown in the annual report (Form 56-1 One Report).

The statement of financial position and statement of comprehensive income of the Company for the fiscal year ended December 31, 2022 had been audited by Ms. Kamolmett Chrityakierne, Certified Public Accountant No. 10435 from DIA International Auditing Co., Ltd., expressed an unconditional opinion. And such financial statements had been reviewed by the Audit Committee and approved by the Board of Directors' meeting. The important points can be summarized as follows:

Items	Year 2022 (Proposed Year)	Year 2021	% Increase (Decrease)
Total Assets (Million Baht)	1,513	1,593	(5.08 %)
Total Liabilities (Million Baht)	995	924	7.68 %
Total Shareholders' Equity (Million Baht)	517	669	(22.72 %)
Value of Paid-up shares (Million Baht)	300	300	
Total Revenue (Million Baht)	1,655	1,185	39.66 %
Net Profit (Million Baht)	(122.35)	14.03	
Earnings per Share (Baht)	(0.0240)	0.0234	

The Board of Directors deemed appropriate to propose to the Annual General Meeting of Shareholders for approval of the financial statements for the fiscal year 2022 ended on December 31, 2022, which had been audited by auditor and reviewed by the Audit Committee and the Board of Directors.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company has opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by a majority vote of shareholders who attended the Meeting and cast their votes. (Excluding the number of votes that abstained)

Shareholders Resolution: Approved the financial statements of 2022 for fiscal year ended December 31, 2022, which was audited by auditor and reviewed by the Audit Committee and the Board of Directors.



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The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes as follows:

Approved	448,769,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,769,300 votes</b>	<b>equivalent to 100.0000%</b>
Abstained	0 vote	Not being counted as vote
Void	0 vote	Not being counted as vote

**Agenda 3 To Consider and Approve the Omission of the Allocation of Net Profit as a Legal Reserve and the Omission of the Dividend Payment for the Company Operation Result of 2022.**

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kriangkrai Buanoom, Director and Company secretary, to clarify the details of the agenda to approve the omission of the allocation of net profit as a legal reserve and the omission of the dividend payment for 2022.

Mr. Kriangkrai Buanoom, Director and Company secretary, clarified details of this agenda to the Meeting that in order to pursuant to Section 155 of the Public Limited Companies Act, B.E. 2535 and Article 52 of the Company's Articles of Association stipulating that "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." and Section 116 of the Public Limited Companies Act, B.E. 2535, and Article 54 of the Company's Articles of Association stipulating that "the Company shall allocate not less than five (5) percent of the annual net profits as reserved funds, less the accumulated losses carried forward (if any), until the reserved fund reaches the amount of not less than ten (10) percent of the registered capital. In addition, the Company has the policy to pay out dividend at the rate of not less than 40 percent of the Company's net profit after deduction of corporate taxes for consolidated financial statement and deduction of all categories of reserves as specified in the Company's regulations and applicable laws. However, payment of such dividend shall be taken into account factors, such as the Company's operating performance and financial status, the liquidity of the Company, business expansion, and other factors related to the operations and management of the Company.

According to the Company's operating performance for the year 2022, the Company and its subsidiaries had net loss of Baht 122.35 Million and there was net loss of Baht 132.38 Million in the financial statement. The Board deemed appropriate to propose to the Annual General Meeting of



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Shareholders to approved the omission of the allocation of net profit as a legal reserve and the omission of the dividend payment for the Company operation result of 2022, given the operation loss in 2022.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the the Company has opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstentions vote).

**Shareholders Resolution:** Approved the omission of the allocation of net profit as a legal reserve and the omission of the dividend payment for the Company operation result of 2022, given the operation loss in 2022.

The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes as follows:

Approved	448,756,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,769,300 votes</b>	<b>equivalent to 100.0000%</b>
Abstained	13,000 votes	Not being counted as vote
Void	0 vote	Not being counted as vote

#### **Agenda 4 To Consider and Appoint Directors to Replace those due to Complete their Terms.**

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kriangkrai Buanoom, Director and Company Secretary, to clarify the details of the agenda to appoint directors to replace those due to complete their terms.

Ms. Warittha Srichuay, the moderator of the Meeting, clarified that in order to comply with the good corporate governance policy and transparency in the election of directors, “a director having a conflict of interest shall not attend the meeting for the agenda that is related to one’s conflict of interest”, the Company would like to invite directors who were due to retire by rotation and were nominated as a director for another term by the Board of Directors, namely, ( 1) Ms. Tachanun



Kangwantrakool, (2) Mrs. Ploypatcha Buanoom, and (3) Ms. Pakamol Chanhom, to leave the meeting room during the consideration of this agenda.

Mr. Kriangkrai Buanoom, Director and Company Secretary, explained that in compliance with the Section 71 of the Public Limited Companies Act, B.E. 2535 and Article 18 of the Company's Articles of Association, such stipulated that "At an Annual General Meeting of Shareholders, one-third of the number of directors shall retire by rotation. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire". There were 3 directors who were due to retire by rotation in this agenda.

To encourage of exercising the shareholders' rights and equitable treatment to all shareholders in pursuant to good corporate governance principles, the Company had provided an opportunity for the shareholders to propose candidates to be nominated as the Company's director. The criteria for such proposal had been published on the Company's website between September 30, 2022 until November 30, 2022. For this Meeting, no shareholder proposed a candidate to be nominated as the Company's director.

The Board of Directors, excluding the directors who had conflict of interest in this matter, considered the qualification of the directors who retired by rotation and found that all 3 directors meet qualification compliance with the relevant laws without the prohibited characteristics under the relevant laws and performed their duties with caution. It was deemed appropriate to propose to the Annual General Meeting of Shareholders to approve re-election of 3 directors who retired by rotation to retain their office for another term as follows:

- |                                |  |
|--------------------------------|--|
| 1) Ms. Tachanun Kangwantrakool | Chairman of Director / Member of Audit Committee<br>/ Member of Risk Management Committee /<br>Member of Nomination and Remuneration Committee<br>/ Independent Director |
| 2) Mrs. Ploypatcha Buanoom     | Director / Executive Director  |
| 3) Ms. Pakamol Chanhom         | Director / Executive Director / Deputy Managing<br>Director of Accounting and Finance Department   |

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company has opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.



Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstentions vote). The appointment shall be made individually.

**Shareholders Resolution:** Approved the appointment of three (3) directors who were due to retire by rotation; (1) Ms.Tachanun Kangwantrakool, (2) Mrs. Ploypatcha Buanoom, and (3) Ms.Pakamol Chanhom to be the Company's Director and other positions for another term. The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes for each candidate individually as follows:

**4.1 Ms. Tachanun Kangwantrakool** was elected as Chairman of Director / Member of Audit Committee / Member of Risk Management Committee / Member of Nomination and Remuneration Committee / Independent Director with the following voting results:

Approved	448,035,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,035,300 votes</b>	<b>equivalent to 100.0000%</b>
Abstained	0 vote	Not being counted as vote
Void	0 vote	Not being counted as vote

**4.2 Mrs. Ploypatcha Buanoom** was elected as Director / Executive Director with the following voting results:

Approved	408,469,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>408,469,300 votes</b>	<b>equivalent to 100.0000%</b>
Abstained	0 vote	Not being counted as vote
Void	0 vote	Not being counted as vote

**4.3 Ms. Pakamol Chanhom** was elected as Director / Executive Director / Deputy Managing Director of Accounting and Finance Department with the following voting results:



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Approved	428,469,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>428,469,300 votes</b>	<b>equivalent to 100.0000%</b>
Abstained	0 vote	Not being counted as vote
Void	0 vote	Not being counted as vote

Ms. Warittha Srichuay, the moderator of the Meeting, invited all 3 directors who had been re-elected to take a position of director of the Company for another term to return to the meeting room.

#### Agenda 5 To Consider and Approve Remuneration of Directors and Sub-Committee Members for 2023.

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kriangkrai Buanoom, Director and Company Secretary, to clarify the details of the agenda to approve remuneration of directors and sub-committee members for 2023.

Mr. Kriangkrai Buanoom, Director and Company Secretary, informed the Meeting that in compliance with the Section 90 of the Public Limited Companies Act B.E. 2535, and Article 33 of the Company's Articles of Association, which stipulated that "Directors shall receive the remuneration in the form of reward, meeting allowances, per diem, bonus or other types of benefits, in accordance with the Articles of Association or as the shareholders' meeting determines, which may be designated in a fixed amount or set as specific criteria, for any specific time of payment or for continuous application until any future amendment". The Nomination and Remuneration Committee had considered the appropriateness of directors' remuneration in accordance with their duties, assigned responsibility by considering the comparison with businesses of the type and size similar to the Company including taking into account the good corporate governance principles. Therefore, it was deemed appropriate to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders to consider and approve the determination of the annual remuneration of the Company's directors and sub-committees members for 2023 divided into 2 types, namely, meeting allowance and monthly compensation. In this regard, a director who holds more than one position of chairman and/or serves as a member of more than one board would be entitled to only the remuneration for one position. In the event that the monthly remunerations of both positions were the same rate, such director would be entitled to the monthly compensation in a position with a higher rate.



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In this regard, the remuneration of the Company's directors and sub-committee members for the year 2023 would be in the amount of Baht 1,016,900, and the Board of Directors would receive remuneration at such rates and conditions until the shareholders' meeting resolved to change such. Executive directors would receive only salary and bonus compensation in accordance with their duties as employees of the Company, with the following information:

1. Remuneration of directors and sub-committee members		
Position	Year 2023	
	Attendance Fee (Baht/person/time)	Salary (Baht)
Chairman of the Board of Directors	15,000	10,000
Chairman of the Audit Committee	15,000	10,000
Chairman of the Risk Management Committee	10,000	10,000
Chairman of the Nomination and Remuneration Committee	10,000	10,000
Director	10,000	10,000
Member of the Audit Committee	10,000	10,000
Member of the Risk Management Committee	10,000	10,000
Member of the Nomination and Remuneration Committee	10,000	10,000
2. Other Types of Remuneration / Benefits		
Corporate Liability Insurance : Annual Premium	211,900	

In addition, in 2022, the Company had paid remuneration to the Board of Directors in the amount of Baht 946,900, with details of remuneration for each individual appearing in the annual report 56-1 in One Report form that had been sent to all shareholders together with the Invitation of the Meeting.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company had opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by not less than two-thirds (2/3) of the total number of votes of the shareholders who attended the Meeting.





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Shareholders Resolution: Approved the remuneration of directors and sub-committee members for the year 2023 as proposed by the Board. The results of the vote were as presented in the table below:

Approved	448,769,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
Abstained	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,769,300 votes</b>	<b>equivalent to 100.0000%</b>
Void	0 vote	Not being counted as vote

**Agenda 6 To Consider the Appointment of the Auditor and Determination of the Audit Fee for 2023.**

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kriangkrai Buanoom, Director and Company Secretary, to clarify the details of the agenda to approve the appointment of the auditor and determination of the audit fee for 2023.

Mr. Kriangkrai Buanoom, Director and Company Secretary, clarified that to be compliance with of Section 120 of the Public Limited Companies Act, B.E. 2535 and Article 59 of the Company's Articles of Association, which stipulated that "The Annual General Meeting of Shareholders shall appoint the auditor every year, whereby the Annual General Meeting of Shareholders is allowed to re-appoint the same auditor. The Meeting of Shareholders shall determine the appropriate audit fee".

The Audit Committee has considered the qualifications of the auditors as complied by the Securities and Exchange Commission in which independence and experience in auditing, as well as the appropriateness of the audit fees are taken into consideration. Therefore, it is deemed appropriate to propose to the Board of Directors to consider proposing the Annual General Meeting of Shareholders the appointment the following auditors of D I A International Audit Co., Ltd. to be the auditors of the Company for the year 2023.

Name of the auditor	Certified Public Accountant No.	The appointment of an auditor of the Company	
		Year(s) as the auditor	Company to be Edited
1. Miss Kamolmett Chrityakierne	No. 10435	3 years (first appointment in 2020)	Company and subsidiary
2. Mrs. Suvimol Chrityakierne	No. 2982	6 years (first appointment in 2018)	Company and subsidiary



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3. Miss Somjintana Pholhirunrat	No. 5599	6 years (first appointment in 2018)	Company and subsidiary
4. Mr. Wirote Satjathamnukul	No. 5128	6 years (first appointment in 2018)	Company and subsidiary
5. Miss Chonlakarn Chrityakierne	No. 10925	Appointed for the first time	Subsidiary

In the event that the abovementioned auditors are not capable to perform their duties, D I A International Audit Co., Ltd. has duty to provide other auditors of D I A International Audit Co., Ltd. who have experience, expertise and knowledge in the Company's business and have no relationship and/or conflicts of interest with the Company, subsidiary, managements, major shareholders or a person who related to the mentioned persons.

In addition, the Audit Committee has agreed to propose to the Board to consider proposing the Annual General Meeting of Shareholders the determination of audit fee of the Company for 2023 in the amount of Baht 1,500,000 and for the subsidiary in the amount of Baht 570,000. This amount excludes the traveling fee. The details of which are as follows:

The remuneration of the auditor	Year 2023 (Proposed Year)	Year 2022
Audit Fee for the Company (Baht)	1,500,000	1,500,000
Audit Fee for Subsidiary Companies (Baht)	570,000	740,000
Other service fees (Non-audit fee) (Baht)	-	-
<b>Total Audit Fee</b>	<b>2,070,000</b>	<b>2,240,000</b>

The Board of Directors agreed with the proposal of the Audit Committee and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the auditors of D I A International Audit Co., Ltd. as mentioned above and approve the remuneration of the auditor fee of fiscal year 2023 for the Company in the amount of Baht 1,500,000 and for the subsidiary in the amount of Baht 570,000. This amount excluded the traveling fee.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company had opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.



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Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstentions vote).

Shareholders Resolution: Approved the appointment of the auditors of D I A International Audit Co., Ltd. as indicated below:

1. Miss Kamolmett Chrityakierne Certified Public Accountant No. 10435 ; or
2. Mrs. Suvimol Chrityakierne Certified Public Accountant No. 2982 ; or
3. Miss Somjintana Pholhirunrat Certified Public Accountant No. 5599 ; or
4. Mr. Wirote Satjathamnukul Certified Public Accountant No. 5128 ; or
5. Miss Chonlakarn Chrityakierne Certified Public Accountant No. 10925

and set out the remuneration of the audit fee for fiscal year 2023 for the Company in the amount of Baht 1,500,000 and for the subsidiary in the amount of Baht 570,000, excluding traveling expenses.

The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes as follows:

Approved	448,769,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,769,300 votes</b>	<b>equivalent to 100.0000%</b>
Abstained	0 vote	Not being counted as vote
Void	0 vote	Not being counted as vote

**Agenda 7 To Consider and Approve the Increase of the Registered Capital of the Company for another Baht 30,000,000, from the Existing Registered Capital of Baht 300,000,000 to the New Registered Capital of Baht 330,000,000, by issuing 60,000,000 Newly Ordinary Shares with a Par Value of Baht 0.50 per Share under General Mandate to Private Placement.**

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kriangkrai Buanoom, Director and Company Secretary, to clarify the details of the said agenda.



Mr. Kriangkrai Buanoom, Director and Company Secretary, clarified at the Meeting that to support the Company's future business expansion and use as the working capital for its operation, the Company wishes to increase its registered capital by Baht 30,000,000 from the existing registered capital of Baht 300,000,000 to the new registered capital of Baht 330,000,000, by issuing the newly ordinary shares of no more than 60,000,000 shares at par value of Baht 0.50 per share to allocate to Private Placement.

The Company's objectives of the capital increase / the allotment of the newly issued ordinary shares are to increase the flexibility and enable the Company to invest or expand its business in the future timely, in case the Company has the necessity to use the increased capital. The Board of Directors will consider and approve the allotment of the newly issued ordinary shares, the objectives of the capital increase, and the use of the increased funds, as well as details regarding the issuance and offering of newly issued ordinary shares. Also, the Company will disclose information in accordance with the SET criteria.

The Company has analyzed the impact of the capital increase. The benefits that the Company should receive from Capital increase under General Mandate will increase the flexibility in fund raising and enable the Company to invest or expand its business in the future timely, in case the Company has the necessity to use the increased capital, and the Company will have the fund that is ready to be invested, which will result in a stronger and more stable liquidity and financial structure which will benefit the Company and generate general return to shareholders in the long term, including the benefits to the shareholders that they will receive from the capital increase. In terms of dividend payment, The Company has a policy to pay dividends to the shareholders at the rate not less than 40 percent of its net profits based on the Company's separate financial statements after deducted by tax and statutory reserve as required by law, other reserves (if any), whereby the Company shall consider the dividend payment by take into account various factors in the best interest to the shareholders, provided that such dividend payment shall not materially affect the normal operation of business of the Company.

However, such dividend payment is subject to change, depending on the performance, financial position, liquidity, the need for working capital in the implementation of investment plans and future business expansion, market conditions, suitability and other factors related to the operations and administration of Company, subject to the condition that the Company must have sufficient cash for its business operations and such operations, and must bring the highest benefit to the shareholders as the Board of Directors and/or the shareholders of the Company deem appropriate, by assigning the Board of



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Directors to determine the offering price in accordance with the market price, to approve the amendment of the Company's Memorandum of Association (Registered Capital) to be in line with the increased registered capital of the Company, and to undertake any actions in relation to the allotment of the newly issued ordinary shares.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company had opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote.

Shareholders Resolution: Approved the increase of the Company's registered capital for Baht 30,000,000 from the existing registered capital of Baht 300,000,000 to the new registered capital of Baht 330,000,000, by issuing no more than 60,000,000 newly ordinary shares with a par value of Baht 0.50 per share to allocate to Private Placement under General Mandate.

The matter was approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote as follows:

Approved	448,756,200 votes	equivalent to	99.9971%
Disapproved	13,000 votes	equivalent to	0.0029%
Abstained	0 vote	equivalent to	0.0000%
<b>total number of votes</b>	<b>448,769,200 votes</b>	<b>equivalent to</b>	<b>100.0000%</b>
Void	0 vote	Not being counted as vote	

Agenda 8 To Consider and Approve the Amendments to Clause 4 of the Memorandum of Association of the Company to be Consistent with the Increase of the Registered Capital.



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Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kiangkrai Buanoom, Director and Company Secretary, to clarify the details of the said agenda

Mr. Kiangkrai Buanoom, Director and Company Secretary, clarified that to In compliance with Section 31 of the Public Limited Companies Act, B.E. 2535, and Article 44 (2) (D) of the Company's Articles of Association, stipulating that the amendment to the Memorandum of Association or the Articles of Association of the Company must be passed by a resolution with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote. Therefore, to be consistent with the increase of the company's registered capital. Therefore, it was deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment to the Company's Memorandum of Association, detailed as follows:

“ Clause 4

Registered Capital amount	330,000,000 Baht	(Three Hundred and Thirty Million Baht)
Divided into	660,000,000 Shares	(Six Hundred and Sixty Million Shares)
Value per Share	0.50 Baht	(Fifty Satang)
Divided into		
Ordinary Shares	660,000,000 Shares	(Six Hundred and Sixty Million Shares)
Preferred Shares	- Shares	(- Shares)”

And to authorize the person appointed and assigned by the Board of Directors to undertake necessary actions in order to proceed with the amendment of the Company's Memorandum of Association in accordance with authorization to proceed necessary actions to comply with the registrar's order at the Department of Business Development, Ministry of Commerce, to complete a registration.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company had opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote.

Shareholders Resolution: Approved the amendments of Clause 4 of the Memorandum of Association (Registered Capital) to be in consistent with the increase of the Company's



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registered capital, and authorized a person appointed and authorized by the Board of Directors to undertake necessary actions in order to proceed with the amendment of the Company's Memorandum of Association in accordance with authorization to proceed necessary actions to comply with the registrar order at the Department of Business Development Ministry of Commerce to complete a registration, detailed as follows:

"Clause 4

Registered Capital amount	330,000,000 Baht	(Three Hundred and Thirty Million Baht)
Divided into	660,000,000 Shares	(Six Hundred and Sixty Million Shares)
Value per Share	0.50 Baht	(Fifty Satang)
Divided into		
Ordinary Shares	660,000,000 Shares	(Six Hundred and Sixty Million Shares)
Preferred Shares	- Shares	(- Shares)"

The matter was approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote as follows:

Approved	448,769,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
Abstained	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,769,300 votes</b>	<b>equivalent to 100.0000%</b>
Void	0 vote	Not being counted as vote

**Agenda 9 To Consider and Approve the Allotment of the Newly Issued Ordinary Shares under General Mandate by Offering to Private Placement.**

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kriangkrai Buanoom, Director and Company Secretary, to clarify the details of the agenda to Consider and Approve the Allotment of the Newly Issued Ordinary Shares under General Mandate by Offering to Private Placement.

Mr. Kriangkrai Buanoom, Director and Company Secretary, clarified that to increase flexibility and expediency in the fundraising in the event that it is necessary for the Company to use the increased capital and to be a source of funds for preparation of the future investment or business expansion in the



future in a timely manner which will benefit the Company as well as to generate returns to shareholders in long term. Therefore, the Board deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allotment of the newly issued ordinary shares under General Mandate to Private Placement as prescribed in the Notification of the Capital Market Supervisory Board No. Thor Jor. 72/2558 RE: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement (and amendments of the Notification) where the price offered is not classified as low offering price as specified in the abovementioned Notification, with no more than 60,000,000 newly issued ordinary shares at the par value of Baht 0.50 to Private Placement, and authorized the Board of Directors to undertake and execute any transaction in relation to the allotment of the newly issued ordinary shares.

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company had opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstentions vote).

**Shareholders Resolution:** Approve the allotment of the newly issued ordinary shares under General Mandate to Private Placement with no more than 60,000,000 newly issued ordinary shares at the par value of Baht 0.50, and assigned the Board of Directors to undertake and execute any transaction in relation to the allotment of the Company's newly issued ordinary shares.

The matter was approved by a majority vote of the shareholders who attended the Meeting and cast their votes as follows:

Approved	448,769,200 votes	equivalent to 100.0000%
Disapproved	100 votes	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,769,300 votes</b>	<b>equivalent to 100.0000%</b>
Abstained	0 vote	Not being counted as vote
Void	0 vote	Not being counted as vote

**Agenda 10 To Approve Appointment the Issuance and Offering of the Debenture with a total amount not exceeding Baht 500,000,000.**





Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Ms. Pakamol Chanhom, Director and Managing Director of Accounting and Finance Department, to clarify the details to Approve Appointment the Issuance and Offering of the Debenture with a total amount not exceeding Baht 500,000,000.

Ms. Pakamol Chanhom, Director and Managing Director of Accounting and Finance Department, clarified details of this agenda that in order to enhance the potential of the current business and expand the business of the Company in the future. In addition, the current interest rate tends to increase, but the government bond yield used as a basis for determining the interest rate for issuing debentures is still at a low level. Therefore, in order to increase the financial strength of the Company, if the money market conditions are favorable, it is requested to approve the issuance and offering of debentures, the total amount offered for sale does not exceed Baht 500,000,000, with the following details:

- Type of Debentures : All types of debentures, with name or unnamed registered debenture holders, unsubordinated debentures which are secured or unsecured, with or without debenture holders' representative. This depends on the appropriateness of the market conditions at the time of issuance and offering of debentures each time.
- Issue Size : The value of the Company's debentures (at the par value) of all types that have not been redeemed at any point in time must not exceeding Baht 500 million or other currencies equivalent to Thai Baht. However, debentures can be offered to replace existing debentures that have been redeemed in various forms on the same day (Revolving Basis). In this regard, the debentures that the Company has issued but have not been redeemed at any time must not exceed the amount mentioned above.
- Currency : Offering for sale in Thai Baht and/or other currencies equivalent to Thai Baht



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- 
- Interest Rate : Subject to market conditions at the time of each debenture issuance and offering.
- Maturity Period : Subject to market conditions at the time of each debenture issuance and offering. The redemption can be set before the maturity of the debentures.
- Offering Method : Domestic and/or foreign offerings to general investors and/or specific investors and/or high net worth investors and/or domestic institutional investors and/or foreign institutional investors which may be offered for sale in one time in full amount or from time to time, whereby the authorized directors according to the Company's certificate shall take any necessary action and relevant to the issuance and offering of such debentures to comply with the law. This includes but is not limited to determining the conditions and other details of each debenture to be issued such as the par value, offering price per unit, interest rate, allocation method, offering details, obtaining permission from regulatory authority and signing contracts and related documents, etc.
- Early Redemption : Debenture holders may or may not have the right to request for early redemption of debentures and the Company may or may not have the right to request for early redemption of debentures or the Company may or may not require early redemption in any special event (Special Event Redemption). In this regard, it shall be in accordance with the terms and conditions for each issuance of debentures.

In doing so, the director will be authorized to act on behalf of the Company and/or the person assigned by the director to be authorized to act on behalf of the Company to act as necessary and relevant, as well as to perform various actions for the best interests of the Company and its shareholders.



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Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote.

Shareholders Resolution: Approve the issuance and offering of debentures of the Company in the total amount not exceeding Baht 500,000,000, including considering and approving the authorization of the authorized director to act on behalf of the Company and/or the person assigned by the director to act on behalf of the Company to undertake necessary and relevant actions.

The matter was approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote as follows:

Approved	448,769,300 votes	equivalent to	100.0000%
Disapproved	0 vote	equivalent to	0.0000%
Abstained	0 vote	equivalent to	0.0000%
<b>total number of votes</b>	<b>448,769,300 votes</b>	<b>equivalent to</b>	<b>100.0000%</b>
Void	0 vote	Not being counted as vote	

**Agenda 11** To Consider and Approve the Amendment of the Company's Articles of Association to Comply with the Amendments to the Public Limited Companies Act (No. 4), B.E. 2565 and the Announcement of the Department of Business Development, Ministry of Commerce that is Related to such Amendments of the Law.

Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, assigned Mr. Kriangkrai Buanoom, Director and Company Secretary, to clarify the details of the agenda to Consider and Approve the Amendment of the Company's Articles of Association to Comply with the Amendments to the Public



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Limited Companies Act (No. 4), B.E. 2565 and the Announcement of the Department of Business Development, Ministry of Commerce Related to such Amendments of the Law.

Mr. Kiangkrai Buanoom, Director and Company Secretary, clarified at the Meeting that to be compliance with Section 31 of the Public Limited Companies Act B.E. 2535, and Article 44 (2) (D) of the Company's Articles of Association, stipulating that the amendment to the Memorandum of Association or the Articles of Association of the Company must be passed by a resolution with a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote. Therefore, to ensure that the Company's Articles of Association is in line with the amendments of the Public Limited Companies Act (No. 4) , the Company would be supporting the management by means of electronic methods, which will reduce the burden, facilitate and increase operational channels for public limited companies. Therefore, the Board deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's Articles of Association, at the total of 12 Clauses with details as follows:

Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publish the notice in a newspaper not less than three (3) days prior to the date of the meeting for at least three (3) consecutive days</p>	<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the company as necessary until the new board of directors takes office, unless ordered otherwise by the court that the board of directors vacates.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publish the notice in <u>a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested for or gave consent regarding the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 26. The meeting of the board of directors shall be held every three (3) months a time.</p>	<p>Clause 26. The meeting of the board of director shall be held at least <u>once (1) every three (3) months.</u></p>



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Current Articles of Association	Proposed of Amendment of Articles of Association
<p>Clause 27. The meeting of the board of directors shall be held in the locality in which the office of the company is situated or a neighboring province or at other place determined by the chairman of the board or any person authorized by the chairman of the board, or the chairman of the board may determine that the meeting be held by electronic media.</p>	<p>Clause 27. The meeting of the board of directors shall be held in the locality in which the <u>head</u> office of the company is situated or a neighboring province or at other place <u>in the Kingdom of Thailand</u> determined by the chairman of the board or any person authorized by the chairman of the board, <u>or the meeting may be operated by electronic media in accordance with the law of electronic meetings. In such event, the location of the company's head office shall be deemed as the place of meeting.</u></p>
<p>Clause 28. In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than seven (7) days prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen. In a case where such meeting will be held by electronic media, the company may send the notice of meeting and supporting documents by electronic mail.</p> <p>In a case that two (2) or more directors request the calling of the meeting of the board of directors, the chairman of the board shall proceed to call for a meeting of the board of directors to be held within fourteen (14) days as from the date of receipt of such request.</p>	<p>Clause 28. <u>The chairman of the board shall call for the meeting of the board of directors.</u> In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than <u>three (3)</u> days prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the company, the meeting may be <u>called by electronic means or any other means</u> and an earlier meeting date may be chosen. In a case <u>that the directors requested or gave consent regarding the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p> <p><u>In case it is necessary or urgent to preserve the rights or benefits of the company, two (2) or more directors may jointly request the chairman of the board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for the meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days from the date of receipt of such request.</u></p> <p><u>In the case that the chairman of the board does not perform according to the second paragraph, the directors who have requested the meeting of the board of directors may jointly</u></p>



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Current Articles of Association	Proposed of Amendment of Articles of Association
	<p><u>call for the meeting of the board of directors, for the consideration of the requested matter, to be held within fourteen (14) days from the date of completion of the period under the second paragraph.</u></p> <p><u>In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the meeting of the board of directors. In the case that there is no vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the meeting of the board of directors.</u></p>
<p>Clause 29. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum.</p> <p>Notwithstanding the first paragraph, in case of a meeting by electronic means, the directors attending the meeting shall be in the Kingdom of Thailand, and not less than one-third (1/3) of the total number of directors attending the meeting is required to be presented at the same place. The said meeting shall be carried out via the meeting control system with information security whereas there shall be audio or both audio and video recording (as the case may be) of all directors who throughout attend the meeting, as well as computer traffic data derived from such recording. The meeting control system shall consist of the basic elements in accordance with the Notification of the Ministry of Information and Communication Technology Re: Electronic Meeting Security Measures B.E. 2557 (2014), including its amendment.</p>	<p>Clause 29. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. <u>In the case that the meeting is held by electronic media, it shall comply with the relevant laws and regulations.</u></p>
<p>Clause 36. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province.</p>	<p>Clause 36. The meeting of shareholders shall be held in the locality in which the head office of the company is situated or a neighboring province <u>or at other place determined by the board of directors or any person authorized by the board of directors, or the meeting may be held by electronic media in accordance with the laws of electronic meetings. In the case that the meeting is held by electronic</u></p>



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	<u>media, it shall be deemed that the location of the company's head office is the place of meeting.</u>
<p>Clause 37. The board of directors shall convene a general meeting of shareholders within four (4) months from the date of fiscal year ended of the company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholder(s).</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</p>	<p>Clause 37. The board of directors shall convene a general meeting of shareholders within four (4) months from the date of fiscal year ended of the company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</p>



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In the case that the quorum of the meeting is convened subject to a request of the shareholders according to the fourth paragraph cannot be formed pertaining to Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.	<p><u>In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send the notice of meeting to shareholders by electronic means, provided that the shareholders have already sent their requests or given consent to the company or the board of directors.</u></p> <p>In the case that the quorum of the meeting convened by the shareholders' request according to the fourth paragraph cannot be formed pertaining to Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>
Clause 38. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare the notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting, and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.	<p>Clause 38. In summoning a meeting of shareholders, <u>regardless of attending in person or by electronic means,</u> the board of directors shall prepare the notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and, matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published <u>in a newspaper or an electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</u> In a case where the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</p>
Clause 40. At a meeting of shareholders, specifically for attending in person, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy	Clause 40. At a meeting of shareholders, specifically for attending in person, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be





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<p>must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ol style="list-style-type: none"> <li>(1) Number of shares held by the grantor;</li> <li>(2) Name of the proxy;</li> <li>(3) Meeting reference number that the proxy is granted to attend and vote.</li> </ol>	<p>made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ol style="list-style-type: none"> <li>(1) Number of shares held by the grantor;</li> <li>(2) Name of the proxy;</li> <li>(3) Meeting reference that the proxy is granted to attend and vote.</li> </ol> <p><u>The appointment of a proxy as mentioned in paragraph one may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and can be proven in order to believe that the proxy has been appointed by the shareholder itself.</u></p>
<p>Clause 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.</p> <p>After the meeting considered all agenda specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete a consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice</p>	<p>Clause 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.</p> <p>After the meeting considered all agenda specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the</p>



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of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting.	shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published <u>in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent regarding the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u>
Clause 51. In case where the company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a newspaper within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days.	Clause 51. In case where the company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered capital shall be sent to the creditor(s) of the company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in <u>a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days. In the case that the company's creditor(s) have sent a requests or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of resolution to reduce the amount of the registered capital by electronic means in accordance with the relevant laws and regulations.</u>
Clause 53. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.  The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors votes, as the case maybe. The notice of such dividend payment shall be sent to the	Clause 53. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.  The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors votes, as the case maybe. <u>The notice of such dividend payment shall be sent to the shareholders and</u>



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shareholders and published in a newspaper at least three (3) consecutive days.	<u>published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days. In the case that the shareholders have sent a requests or given consent to the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of dividend payment by electronic means in accordance with the relevant laws and regulations.</u>

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company opened the system for shareholders to ask questions and that shareholders could submit questions to the system, which would be sorted and queued up.

Since there were no questions on this matter, the moderator of the Meeting requested the Meeting to pass a resolution, which for this agenda had to be approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote as follows:

**Shareholders Resolution:** Approve the amendment of the Company's Articles of Association to comply with the amendments to the Act Public Company Limited (No. 4) B.E. 2565 and the announcement of the Department of Business Development Ministry of Commerce relating to amendments of the law, at the total of 12 Clauses, namely Clause 22., 26., 27., 28., 29., 36., 37., 38., 40., 41., 51., and 53

The matter was approved by not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the Meeting and were entitled to vote as follows:

Approved	448,752,300 votes	equivalent to 100.0000%
Disapproved	0 vote	equivalent to 0.0000%
Abstained	0 vote	equivalent to 0.0000%
<b>total number of votes</b>	<b>448,752,300 votes</b>	<b>equivalent to 100.0000%</b>
Void	0 vote	Not being counted as vote



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#### Agenda 12 To consider other business

- none -

Ms. Warittha Srichuay, the moderator of the Meeting, informed the Meeting that the Company had already considered all agenda items specified in the Invitation of the Annual General Meeting of Shareholders for the year 2023. Therefore, for this agenda, the Company would provide opportunities for shareholders to express opinions or ask questions on other matters related to the Company. Shareholders could submit questions to the system, which will be sorted and queued for the Company to answer.

As there were no additional questions from shareholders, Ms. Tachanun Kangwantrakool, Chairman of the Board of Directors, expressed gratitude to the shareholders and relevant persons for attending the Meeting. Then, the Chairman of the Board of Directors declared the Meeting adjourned.

The Meeting ended at 15.30 hours.



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Your faithfully,

Well Graded Engineering Public Company Limited

A handwritten signature in blue ink, appearing to be 'Tachanun' followed by a stylized flourish.

(Ms.Tachanun Kangwantrakool)  
Chairman of the Board of Directors

A handwritten signature in blue ink, appearing to be 'Kriangkrai' followed by a stylized flourish.

(Mr.Kriangkrai Buanoom)  
Company Secretary