



WELL GRADED ENGINEERING.

Criteria for Shareholders to propose an Annual General Shareholders' Meeting Agenda

And Nominate Director for the year 2024

Well Graded Engineering Public Limited Company

Objective

Recognizing the importance of shareholders and adherence to rights and equitable treatment of shareholders and corporate governance promotion, Well Graded Engineering Public Company Limited ("the Company") facilitates all shareholders to propose agenda that is beneficial to the Company for the 2024 AGM as well as to propose qualified candidates to be nominated as the company's director. The Company has the following criteria to consider the proposed agenda and candidates for the Company's directors.

1. The Qualification of Shareholders

Shareholders who have the right to propose any matters on an agenda of the shareholders' meeting and to nominate any persons to be appointed as directors must possess the following qualifications;

- 1.1 Being the shareholder of the Company holding minimum shares of 5 percent of total paid-up share capital either by one or several shareholders combined: and
- 1.2 Must hold shares in the company in the ratio determined in Item 1.1 on the date of proposing the agenda and on the Record date to determine the right to attend the 2024 Annual General Meeting of Shareholders.

2. Criteria for Proposing

2.1 Proposal of the topics to be included in the agenda

- (1) The shareholder must be fully qualified as criteria in item 1 hereof, shall fill out the **"Agenda Proposal Form for the Annual General Meeting of Shareholders"** with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for approval or for consideration and submit it to the Company within the proposal period via the channel as specified in criteria item 3.

In case, where several shareholders would jointly propose the agenda, each of them must fill out the **"Agenda Proposal Form for the Annual General Meeting of Shareholders"**, and sign their names as evidence separately. The forms should then be gathered into one set.



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(2) Matters that could not be proposed:

- Matters proposed by shareholders who are not qualified as prescribed above, or do not provide adequate documentation, or provide matters not in time of the proposal period.
- Matters or evidence sufficed by shareholders is untrue or ambiguous.
- Matters on normal business operations of the Company and facts asserted by the shareholders which do not present reasonable grounds for suspicion as to the unusualness of such matters.
- Matters proposed are beyond the control of the Company.
- Matters previously proposed to the shareholders' meeting for consideration during the past 12 months and supported by votes of less than 10% of the total number of shares with voting rights, in the event that the facts of such matters have not changed significantly.
- Matters that are not beneficial to the Company.
- Matters that are beneficial to a particular person or group.
- Matters under management authority of the Company, unless a case causing significant troubles/damages to all shareholders.
- Matters against the laws, official regulations, or regulatory agencies, or related agencies, or not in compliance with the Company's purposes, regulations, and business ethics.
- Matters required by the laws to be considered at the shareholders' meeting and set as the Company's agenda in every meeting.
- Matters which have already been operated by the Company.

2.2 Nominating the qualified person to be appointed as the Director.

- (1) The shareholder must be fully qualified as criteria in item 1 hereof, shall fill out the **“Form to Nominate Candidates as Directors for the Annual General Meeting of Shareholders”**, with other complete supplementary documents and submit it to the Company within the proposal period via the channel as specified in criteria item 3 hereunder, In this regard, such a proposal shall be received consent from the proposed candidate.

In case, where several shareholders would jointly nominate candidates, each of them must fill out the **“Form to Nominate Candidates as Directors for the Annual General Meeting of Shareholders”**, and sign their names as evidence separately. The forms should then be gathered into one set.



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(2) Qualifications and prohibited characteristics of persons nominated for Directors

- Possess complete qualifications without prohibited characteristics under the laws on public limited companies, Securities and Exchange, including other laws, announcements, regulations, or relevant criteria, as well as the Company's principles of good corporate governance.
- Have appropriate knowledge, ability, and experience in managing the Company with honesty and ethics in business operations and dedicate sufficient time for knowledge and competence to perform duties for the Company.
- Do not have any conflicts of interest with the Company.
- A director can hold the position in no more than five other listed companies. In case of being a director in such other listed companies, this must not be an obstacle to the performance of duties as the Company's director.
- Candidate(s) qualified to be an independent director, shall possess qualifications in accordance with the announcement of the Capital Market Supervisory Board and the criteria of "Definition of Independent Director Qualifications" as stipulated by the Company and announced on the Company's website.

3. Proposal period and channel

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board. **from now until December 31, 2023**, through the following channels:

- (1) Submitting the proposal unofficially via e-mail address at secretary@wge.in.th
- (2) Submitting certified in original copy of documents according to the *"Form to Nominate Candidates as Directors for the Annual General Meeting of Shareholders"*, and / or *"Form to Nominate Candidates as Directors for the Annual General Meeting of Shareholders"*, and evidence for the Boards' consideration within **December 31, 2023**, to the following address:

Company Secretary

Well Graded Engineering Public Limited Company

No. 50/1203 Moo 9, Bangpood Sub-district,

Pakkred District, Nonthaburi, 11120.



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4. Procedure for Consideration

- Proposal of the topics to be included in the agenda
 - (1) The Company Secretary will initially review the proposal and supporting documents in relation thereto and propose it to the Board Executive Committee for consideration.
 - (2) The Board Executive Committee will consider the proposed agenda and propose it to the Board of Directors for consideration.
 - (3) If the Board of Directors agrees that the issues are significant or beneficial to the Company or shareholder(s) as a whole, the Board will incorporate those issues in AGM agenda. If the Board of Directors rejects any shareholders' proposals, the Company will report such rejection and its rationales to the shareholder(s) at the shareholders' meeting.

- Nominating the qualified person to be appointed as the Director.
 - (1) The Company Secretary will gather the proposal and supporting documents of candidate and propose to the Nomination and Compensation Committee for consideration.
 - (2) The Board Nomination and Remuneration Committee will consider the qualifications, knowledge, competency, experience of the candidate(s) in connection with skill and expertise required as well as ethics of proposed candidate so that it could promote the board efficiency and propose to the Board of Directors for consideration.
 - (3) If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company's director, the Board of Directors will propose such candidate in the Appointment of Director Agenda of the AGM for approval.

If you have any questions, please contact us at:

Company Secretary office

Telephone: 02-981-7992-4 ext. 201