



บริษัท เวล เกรด เอ็นจิเนียริ่ง จำกัด (มหาชน) WELL GRADED ENGINEERING PUBLIC COMPANY LIMITED



# Invitation of the Annual General Meeting of Shareholders for the Year 2024

On Tuesday, April 30, 2024 at 13.30 hours

The Annual General Meeting will be conducted in form of Electronic Annual General Meeting (E-AGM) meeting system only



### Privacy Notice For Annual General Meeting of Shareholders for the Year 2024

Well Graded Engineering Public Company Limited (the "Company") are well-aware of the importance of the protection of personal data. The Company has established this Privacy Notice in accordance with the Personal Data Protection Act B.E. 2562. The Company hereby inform shareholder and/or proxies of our compliance as follows:

- 1. Personal Data Collection: It is necessary for the Company to collect your personal data for the purpose of E-AGM arrangement and E-AGM attendance as follows:
  - **1.1 General Personal Data**: name, age, address, postal code, telephone number, identification number, bank account, e-mail, shareholder ID, occupation, IP address, and photograph or motion picture from video recording.
  - 1.2 The Company may request copy(ies) of your personal identification data such as identification card, or other official document which may contain Sensitive Personal Data such as race, religion, blood group, etc. for the purpose of authentication. Therefore, the Company kindly requests you to delete or redact such Sensitive Personal Data before submitting such document to the Company. Otherwise, the Company will consider that you authorize us to redact such Sensitive Personal Data. In this regard, the Company reaffirms that the sole purpose hereof is the verification of your personal identity for the E-AGM and that we have no intention to collect and use such Sensitive Personal Data.
  - **1.3** Photo and video recording in the Shareholders' Meeting as well as electronic traffic data from the registration or attendance of such Shareholders' Meeting.
- 2. Purposes for the Collection, Use and Disclosure of Personal Data: The Company shall collect, use, or disclose your personal data in accordance with the purposes as follows:
  - 2.1 The Company shall collect, use, or disclose your personal data for the purpose of calling, arranging, and conducting the E-AGM for the year 2024 including verifying your identification, sending any related documents and carrying out any action according to the resolutions of the Annual General Meeting of Shareholders as well as carrying out any other activities to comply with the laws and any order of the competent authorities in accordance with the Public Limited Companies Act B.E. 2535, Civil and Commercial Code, the Securities and Exchange Act B.E. 2535, the Personal Data Protection Act B.E. 2562, and any other laws.
  - 2.2 The Company shall collect, use, or disclose your personal data for the purpose of preparing the minutes of the Annual General Meeting of Shareholders for the year 2024, and keeping evidences of your attendance to the Meeting as well as recording photographs and motion pictures of the E-AGM Meeting for use in electronic and print reporting as necessary in connection with the legitimate interests of the Company, without exceeding the scope and is reasonable.
- 3. Source of Personal Data: The Company shall collect your personal data directly from you and indirectly from your proxy holder, Thailand Securities Depository Co., Ltd, and Digital Access Platform Co., Ltd, a group company of the Stock Exchange of Thailand, the service provider of e-Shareholder Meeting.
- **4. Personal Data Disclosure:** The Company may be required to disclose your personal data to the following persons or juristic persons for conducting any processes in compliance with the purposes contained herein:
  - **4.1** Government agencies or regulatory authorities, such as, the Ministry of Commerce, the Securities and Exchange Commission, the Stock Exchange of Thailand;
  - **4.2** Service provider for meeting arrangement, print media service provider for reporting and publicizing the meeting, and consultants of the Company.
- 5. Personal Data Retention Period: The Company will retain your Personal Data to for as long as necessary for the purposes specified in this Privacy Notice. However, the Company expects to keep your personal data in item 1.1 and item 1.3 for a period of 10 years and in item 1.2 for a period of 1 years from the date that the Company receives your data or after the E-AGM date, whichever is longer. To comply with the above objectives, upon the lapse of those periods, the Company will delete and/or destroy your personal data or anonymize such data.
  - The Company shall establish measures to maintain the security of personal data that are appropriate and consistent with the Personal Data Protection Law, as well as establishing appropriate practices to limit access to your personal data to prevent personal data from being illegally used, disclosed, accessed or destroyed.
- 6. Right of Data Subject: You, as a personal data subject, have the rights to access and receive the copy of your personal data, to object the collection, use, or disclosure of the data, to correct your personal data, to erase or destroy your personal data within the prescribed period, to restrain from using your personal data, to transfer your personal data to other person, to withdraw consent, and to complain, unless there is a restriction by law.
  - If you would like to exercise any of your rights, please contact the Company's website, <a href="https://wellgraded.pdpaform.com">https://wellgraded.pdpaform.com</a>, and the Company will consider your request and contact you as soon as possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint to the Office of the Personal Data Protection Commission.
- 7. Contact Channels: Enquiries or questions on the Personal Data Protection can be addressed to the following channels: Well Graded Engineering Public Company Limited, No. 50/1203 Moo 9, Bangpood Sub-district, Pakkret District, Nonthaburi, 11120, Tel. 02-981-7992, email <a href="mailto:secretary@wge.in.th">secretary@wge.in.th</a>



#### **Table of Contents**

Attachment	Section	Page			
Supporting Documents for Consideration at the 2024 Annual General Meeting of Shareholders					
INVITATION TO	THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS	4			
Enclosure 1	The Annual Report 2023 or Form 56-1 One Report, which is available for download in electronic format via the QR Code as attached to the Invitation to the 2024 Annual General Meeting of Shareholders	14			
Enclosure 2	Profile of Directors who retire by rotation for Re- Election as Directors for another term	15			
Enclosure 3	Profile of a Proposed Auditor	22			
Enclosure 4	Capital Increase Report Form (F53-4)	30			
DOCUMENTS FO	DOCUMENTS FOR ATTENDING THE MEETING				
Enclosure 5	Guideline for attending the Electronic Annual General  Meeting of Shareholders (E-AGM) and appointment of  proxy	39			
Enclosure 6	Definition of "Independent Director" of Well Graded Engineering Public Company Limited	46			
Enclosure 7	Profile of Independent Directors to be supported for Proxy of Shareholders	48			
Enclosure 8	Articles of Association of the company with respect to the shareholders' meeting	51			
Enclosure 9	Proxy in Form A, B and C setup by the Department of Business Development	57			
Enclosure 10	Manual for the Electronic Annual General Meeting of Shareholders (E-AGM)	75			
Enclosure 11	Registration Form for attending the Electronic Annual General Meeting	98			
Enclosure 12	Procedures for sending any query in advance for the Electronic Annual General Meeting of Shareholders (E-AGM)	100			
Enclosure 13	Requisition Form for the Annual Report 2023 (Form 56- 1 One Report) in a hard copy	102			



#### March 29,2024

Subject : Invitation of the Annual General Meeting of Shareholders for the Year 2024

To : Shareholders of Well Graded Engineering Public Company Limited

#### **Enclosures:**

- 1. The Annual Report 2023 or Form 56-1 One Report (in form of QR Code)
- 2. Profile of Directors who retire by rotation for Re-Election as Directors for another term
- 3. Profile of a Proposed Auditor
- 4. Capital Increase Report Form (F53-4)
- 5. Guideline for attending the Electronic Annual General Meeting of Shareholders (E-AGM) and appointment of proxy
- 6. Definition of Independent Director of Well Graded Engineering Public Company Limited
- 7. Profile of Independent Directors to be supported for Proxy of Shareholders
- 8. Articles of Association of the company with respect to the shareholders' meeting
- 9. Proxy in Form A, B and C setup by the Department of Business Development
- 10. Manual for the Electronic Annual General Meeting of Shareholders (E-AGM)
- 11. Registration Form for attending the Electronic Annual General Meeting
- 12. Procedures for sending any query in advance for the Electronic Annual General Meeting of Shareholders (E-AGM)
- 13. Requisition Form for Annual Report for the Year 2023 Form 56-1 One Report in a hard copy

The Board of Directors of Well Graded Public Company Limited (the "Company") has passed a resolution to convene the Annual General Meeting of Shareholders for the Year 2024 on April 30, 2024 at 13.30 hours. The Meeting will be conducted in form of Electronic Annual General Meeting (E-AGM) meeting system <u>only</u>, which will be live broadcasting from the meeting room of the Company's headquarters, located at No. 50/1203 Moo 9, Bangpood Sub-district, Pakkret District, Nonthaburi, 11120.

In addition, to encourage of exercising the shareholders' right and equitable treatment to all shareholders in pursuant to the good corporate governance principles, the Company has invited the shareholders to propose the Meeting Agenda in advance. The criteria for such proposal were published on the Company's website between October 31,2023 and December 31,2023. It is appeared that there are no shareholders proposed any agenda for this Meeting. Therefore, the Board of Directors sets forth the following agendas for consideration and approval.



#### Agenda 1. To Acknowledge the Company's Operating Performance for the Year 2023

Facts and Reasons: The Company summarized the operating performance results for the Year 2023 which was submitted and published through the Stock Exchange of Thailand and has been presented in Annual Report 2023 or Form 56-1 One Report with the details shown in Enclosure 1.

The Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders for acknowledgement of the Company's operating performance for the Year 2023.

Voting: This agenda is for acknowledgement; therefore, voting is not required.

## Agenda 2. To Approve the Audited Financial Statements for the Fiscal Year Ended December 31, 2023

Facts and Reasons: In compliance with Section 112 of the Public Limited Companies Act, B.E. 2535, and Article 57 of the Company's Articles of Association stipulating that "The Board of Directors shall arrange for preparation of the balance sheet, profit and loss statements for the fiscal ended of the Company, and shall submit the same to the shareholders meeting at the Annual General Meeting for approval. The Board shall have the same examined by the auditor before submission to the shareholders meeting.". The Company has prepared the Financial Statement and Comprehensive Income Statement for the fiscal year ended December 31, 2023 as set out in the Annual Report 2023 or Form 56-1 One Report with the details shown in Enclosure 1.

The Financial Statements and Comprehensive Income Statements for the year ended December 31, 2023 were audited by the certified external auditor, reviewed by the Audit Committee, and approved by the Board of Directors' Meeting. The summary of Statements are as follows:

ltems	Year 2023 (Proposed Year)	Year 2022
Total Assets (Million Baht)	1,574.02	1,512.55
Total Liabilities (Million Baht)	1,276.44	995.47
Total Shareholders' Equity (Million Baht)	297.57	517.08
Value of paid-up shares (Million Baht)	300.00	300.00
Total Revenue (Million Baht)	1,800.79	1,654.54
Net (Loss) Profit (Million Baht)	(221.49)	(122.35)
Earnings (Loss) per Share (Baht)	(0.3691)	(0.2040)



The Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders for approval of the Financial Statements for fiscal year 2023 ended on December 31,2023 which was audited by auditor and reviewed by the Audit Committee and the Board of Directors.

**Voting**: This agenda requires a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstention vote).

# Agenda 3. To 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 2023

Facts and Reasons: Pursuant to Public Limited Companies Act B.E. 2535 section 115 and paragraph one of 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 Public Limited Companies Act B.E. 2535 section 116, and paragraph one of Article 54 of the Company's Articles of Association stipulating that "the Company shall have to 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 2023, the Company and its subsidiaries had net loss of Baht 219.50 Million and there was net loss of Baht 207.62 Million in the Separate financial statements

The Board of Directors' Opinion: The Board deemed appropriate to propose to the Annual General Meeting of 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 2023, given the operation loss in 2023.

**Voting**: This agenda requires a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstention vote).



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

Facts and Reasons: In compliance with the Public Limited Companies Act B.E. 2535, Section 71, and the Company's Articles of Association, Article 18 paragraph one stipulating that "at an Annual General Meeting of Shareholders, one-third (1/3) of the number of directors shall retire by rotation. If the number of directors cannot be divided into three, the number nearest to one-third (1/3) shall retire". At present, the Company has 8 directors in total, therefore, there are 3 directors who are due to retire by rotation this year. In this regard, 1 of 3 directors who are due to retire by rotation are qualified as the independent director as prescribed in the definition of the independent director of the Company in which conforms with the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, as detailed in Enclosure 6. The 3 directors who are due to retire by rotation are as follows:

(1) Asst.Prof. Wikrom Jaruphongsa, Ph.D.

(2) Mr. Kraingsak Buanoom

(3) Mr. Kriangkrai Buanoom

Director / Chairman of the Audit Committee / Member Nomination and Remuneration Committee / Independent Director Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Chairman of the Executive Director / Managing Director Director / Executive Director / Company Secretary

To encourage of exercising the shareholders' right and equitable treatment to all shareholders in pursuant to good corporate governance principles, the Company has invited the shareholders to propose candidates to be nominated as the Company's director. The criteria for such proposal were published on the Company's website between October 31, 2023 and December 31, 2023. It is appeared that there is no shareholder proposed a candidate to be nominated as the Company's director.

The Board of Directors' Opinion: The Board (exclusive of those having conflict of interests in this matter) has considered, through screening process under the Company's nomination policy, that the nominated directors are fully qualified and appropriate for the Company's business, without any prohibited characteristics for election as directors of the Company under the criteria of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, and other regulatory agencies. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to approve re-election of those directors who are due to retire by rotation their terms in 2024 to retain their position for another term as follows:



(1) Asst.Prof. Wikrom Jaruphongsa, Ph.D.

Director / Chairman of the Audit Committee
/ Member Nomination and Remuneration
Committee / Independent Director

Director / Chairman of the Nomination and
Remuneration Committee / Chairman of the
Risk Management Committee / Chairman of
the Executive Director / Managing Director

Director / Executive Director / Company

Secretary

Profiles of Directors who retire by rotation and to be nominated for re-election as the Company's Directors for another term are as shown in <u>Enclosure 2</u>.

**Voting**: This agenda requires a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstention vote). The appointment shall be made individually.

#### Agenda 5. To Approve Remuneration of Directors and Sub-Committee Members for 2024

Facts and Reasons: In compliance with the Public Limited Companies Act B.E. 2535, Section 90, and the Company's Articles of Association, Article 33 paragraph two, stipulating 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 has considered the appropriate directors' remuneration to ensure that the remuneration is corresponding with duties and responsibilities of directors and compared to the remuneration's structure of other companies in the same industry and similar size with the Company as well as good corporate governance. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders for approval of the directors' remuneration for the year 2024, which is equal to such for the year 2023, detailed as follow:

The past payment record is as below:



#### 1. Remuneration of directors and sub-committee members

ъ	Year 2024 (Proposed Year)		Year 2023	
Position	Attendance Fee (Baht/person/time)	Salary (Baht)	Attendance Fee (Baht/person/time)	Salary (Baht)
Chairman of the Board of Directors	15,000	10,000	15,000	10,000
Chairman of the Audit Committee	15,000	10,000	15,000	10,000
Chairman of the Risk Management Committee	10,000	10,000	10,000	10,000
Chairman of the Nomination and Remuneration Committee	10,000	10,000	10,000	10,000
Director	10,000	10,000	10,000	10,000
Member of the Audit Committee	10,000	10,000	10,000	10,000
Member of the Risk Management Committee	10,000	10,000	10,000	10,000
Member of the Nomination and Remuneration Committee	10,000	10,000	10,000	10,000
2. Other Types of Remuneration / Benefits				
Corporate Liability Insurance : 211,900 Annual Premium		211,900		

In case a director holds more than one position of chairman and/or member of the Board and/or sub-committee, such director shall be entitled to only one salary. In case the salaries of both positions are equal, such director shall be entitled to either one of those salaries. In case the salaries of both positions are not equal, such director shall be entitled to the higher salary.

Also, the remuneration of directors and sub-committee members for 2024 shall not exceed Baht 1,016,900 for a total. The directors are entitled to the remuneration at the rate and under the conditions specified until the meeting of shareholders resolves otherwise. Nonetheless, an executive director shall be entitled to only the salary and bonus as the Company's employee.

In year 2023, the total remuneration of the Board of Directors was Baht 1,016,900, details of the remuneration of each director are as shown in the Annual Report 2023 or Form 56-1 One Report in Enclosure 1.

The Board of Directors' Opinion: The Board agreed with the proposal of the Nomination and Compensation Committee, and deemed appropriate to propose to the Annual General



Meeting of Shareholders to approve the remuneration of the Board of Directors and the Sub-Committee of the Company for the year 2024 as per details above.

**Voting**: This agenda requires not less than two-thirds (2/3) of the total number of votes of the shareholders who attend the Meeting.

# Agenda 6. To Approve Appointment of the External Auditor and Determination of the Audit Fee for 2024

Facts and Reasons: In compliance with of the Public Limited Companies Act B.E. 2535, Section 120, and the Company's Articles of Association, Article 59 stipulating that "the Annual General Meeting of Shareholders shall appoint the auditors every year which the Annual General Meeting of Shareholders is allowed to re-appoint the same auditors. The Meeting shall determine the appropriate audit fee". Therefore, it is necessary to appoint the auditor for the fiscal year ended December 31, 2024, and fix the 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 2024.

A) 6.1 II.	Certified Public Accountant No.	The appointment of an auditor of a company		
Name of the auditor		Year(s) as the auditor	auditor of a company	
1. Miss Kamolmett Chrityakierne	10435	4 years (first appointment in 2020)	Company and subsidiary	
2. Mrs. Suvimol Chrityakierne	2982	7 years (first appointment in 2018)	Company and subsidiary	
3. Miss Somjintana Pholhirunrat	5599	7 years (first appointment in 2018)	Company and subsidiary	
4. Mr. Wirote Satjathamnukul	5128	7 years (first appointment in 2018)	audit company only	
5. Miss Chonlakarn Chrityakierne	10925	1 years (first appointment in 2023)	audit subsidiary only	

Profiles of the Company's auditors are as shown in Enclosure 3.

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 2024 in the amount of Baht 1,500,000 and for the subsidiary in the amount of Baht 540,000. This amount excludes the traveling fee. The details of which are as follows:

The remuneration of the auditor	Year 2024 (Proposed Year)	Year 2023
Audit Fee for the Company (Baht)	1,500,000	1,500,000
Audit Fee for Subsidiary Companies (Baht)	540,000	570,000
Other service fees (Non-audit fee) (Baht)  - Other expenses related to operations which includes travel expenses, overtime allowance, long-distance telephone costs and accommodation (In the case of traveling to stay overnight or in other provinces) which will be charged according to actual amount.	_	117,652
Total Audit Fee	2,040,000	2,070,000

**Opinion of the Board**: The Board 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 external auditors for 2024 from D I A International Audit Co., Ltd as follows:

(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 to approve the audit fee of the Company for 2024 in the amount of Baht 1,500,000 and the Company's subsidiary for the amount of Baht 540,000. The aforementioned amount excludes the traveling expenses. The proposed auditing firm and auditors named in the above list have no relationship or conflict of interest with the Company and subsidiaries.

**Voting**: This agenda requires a majority vote of shareholders who attend the Meeting and cast their votes (excluding abstention vote).



# Agenda 7. To Approve the Extension of the Allotment of the newly Issued Ordinary Shares under General Mandate

Facts and Reasons: According to the resolution of the 2023 Annual General Meeting of Shareholders on April 20, 2023, approved the allotment of the newly issued ordinary shares under the General Mandate to a limited number of persons (Private Placement) by issuing not exceeding 60 million newly ordinary shares with a par value of Baht 0.50 per share, amounting to Baht 30 Million, the Company therefore wishes to extend the time for allotting the newly issued ordinary shares under the General Mandate to Private Placement, which will be due at the 2024 Annual General Meeting of Shareholders. This is to enhance flexibility and speed in collecting funds in cases where the Company needs to invest capital for the year 2024 and enable the Company to have a capital source ready for investment or future expansion of business in a timely manner, which will benefit the Company and provide returns to shareholders. Details regarding the allotment of the newly issued ordinary shares under General Mandate are shown in Enclosure 4.

**Opinion of the Board**: The Board of Directors has considered the matter and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the extension of the allotment of the newly issued ordinary shares under General Mandate to Private Placement and assigned the Board of Directors to allocate the Company's newly issued ordinary shares with the details as proposed.

**Voting**: This agenda requires not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

#### Agenda 8. To consider other business (if any)

Shareholders are invited to attend the Annual General Meeting of Shareholders for the year 2024 on April 30, 2024 at 13.30 hours. The Meeting will be held by Electronic media (E-AGM). The Agendas of the Meeting are detailed as presented above. The Company has also

published an invitation letter for the Annual General Meeting of Shareholders for the year 2024, along with relevant documents, on the Company's website (www.well-graded.com).

The list of shareholders eligible to attend the Annual General Meeting of Shareholders for the year 2024 (the Record Date) was determined on March 20, 2024. Shareholders could pre-register their intention to attend the Meeting in advance during the period between March 30, 2024 at 09.00 hours until April 29, 2024 at 17.30 hours., details are shown in Enclosure 10.

The Company recommends shareholders and/or proxy holder to study registration procedure and submit all relevant document that require for verifying your identification, together with study vote casting procedures and Guideline for attending the Electronic



Annual General Meeting of Shareholders (E-AGM) and appointment of proxy as detailed in Enclosure 5. The e-Registration can be made by Weblink: DAP e-Shareholder Meeting - Login (setgroup.or.th) or shareholders and/or proxy holder can submit the Registration Form for attending the Electronic Annual General Meeting and follow the instructions in the documents according to Enclosure 11.

In the event that any shareholder is unable to attend the Meeting, he/she is strongly encouraged to grant proxy to other persons or independent directors of the Company, as per their profiles in Enclosure 7, to attend the Meeting and vote in a particular agenda. In this regard, the Proxy Form A or B is required as per Enclosure 9.

The Company has prepared details, facts and reasons to support the consideration of above Agendas and delivered the Annual Report 2023 (Form 56-1 One Report) prepared in electronic form or QR Code to shareholders together with the Invitation of this Meeting. For any shareholder wishes to request the Annual Report 2023 or Form 56-1 One Report in a hard copy, please complete the form to request the Annual Report in a hard copy as attached Enclosure 13. and submit such form to the Corporate Secretary by postal (business response service).

On the date of the Annual General Meeting of Shareholders for the year 2024 via Electronic Meeting (E-AGM), In which Shareholders can log in to the E-Meeting system via Weblink: DAP e-Shareholder Meeting - Login (setgroup.or.th) (log in) from 11.30 hours. by filling the username and password received by email. Should shareholders have any questions concerning the agendas that may require clarification from our directors and management at the Meeting, please submit your questions in advance to email: Secretary@wge.in.th as detailed in Enclosure 12. You will also be able to watch the live broadcast through the designated channels.

Your faithfully,
Well Graded Engineering Public Company Limited

(DR. TACHANUN KANGWANTRAKOOL)

Chairman of the Board of Directors

#### Remarks:

The Company has published the invitation letter in Thai and English version together with the Proxy Form A, Proxy Form B and Proxy Form C on the Company's website in which the shareholders can download at <a href="https://www.well-graded.com">www.well-graded.com</a> However, if shareholder wishes to request the Proxy Form A, Proxy Form B and Proxy Form C in a hard copy. You can inform your request via Email: <a href="mailto:Secretary@wge.in.th">Secretary@wge.in.th</a>