



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, <https://wellgraded.pdpafom.com>, 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 secretary@wge.in.th



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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
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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 **only**, 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, 1120.

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:

Items	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. | Director / Chairman of the Audit Committee / Member Nomination and Remuneration Committee / Independent Director |
| (2) Mr. Kraingsak Buanoom | Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Chairman of the Executive Director / Managing Director |
| (3) Mr. Kriangkrai Buanoom | 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 |
| (2) Mr. Kraingsak Buanoom | Director / Chairman of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee / Chairman of the Executive Director / Managing Director |
| (3) Mr. Kriangkrai Buanoom | 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 [Enclosure 2](#).

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

Position	Year 2024 (Proposed Year)		Year 2023	
	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 : Annual Premium	211,900	211,900
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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.

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

A handwritten signature in blue ink, appearing to read 'Tachanun Kangwantrakool'.

(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 www.well-graded.com 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 : Secretary@wge.in.th



[Enclosure 1.](#)

Enclosure No. 1



The Annual Report 2023 or Form 56-1 One Report





Enclosure 2.

Enclosure No. 2



Profile of Directors who retire by rotation for Re-Election as Directors for another term



Enclosure 2.

**Profile of Directors who retire by rotation for Re-Election
as Directors for another term**



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

Position Director

Chairman of the Audit Committee

Member Nomination and Remuneration Committee

Independent Director

Age (Year) 53

Type of Appointment

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

Criteria and method of selection : Being an existing director of the company

The Company has already passed the process of screening and processing the Nomination and Compensation Committee, and has considered the appropriate qualifications, knowledge and abilities. As well as the experience of directors who have completed their term of office, the Office of the Securities and Exchange Commission, Thailand (SEC) and related agencies.

Possession of Company's shares (%) 0.08

Date of Appointment to be the director August 13, 2019

Continuous terms as director * 4 Year

** Since the company was conversion as a public company limited on April 7, 2020*

Education / Training

- Ph.D. in Industrial Engineering Texas A&M University, USA
- M.S. in Engineering Management University of Southern California, USA
- Bachelor of Engineering (BEng) Mechanical Engineering Chulalongkorn University
- Bachelor of Science (Occupational health and safety) Sukhothai Thammathirist University
- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class of 268/2018
- Guidelines on Success of SME Course (SME), Thai Institute of Directors (IOD), Class of 1/2012



Enclosure 2.

Attendance record in 2023

- Board of Directors Meeting : 6/6
- Audit Committee Meeting : 5/5
- Nomination and Remuneration Committee Meeting : 2/2

5-year Past Experiences and/or Remarkable Positions

- Other listed Companies : -none-
- Other non-listed companies : 2 companies
 - 2009 – Present Executive Committee / Director
Mon Logistics Group Company Limited
 - 2015 – 2022 Executive Committee
Cargo Support Asia Company Limited
 - 2009 – 2018 Assistant Professor
Sasin Graduate Institute of Business Administration of
Chulalongkorn University
 - 2002 – 2008 Assistant Professor
National University of Singapore
- Other Entities that may have Conflicts of Interest or is in business competition :
-none-

Relationship with executive directors or major shareholders of the Company and Subsidiaries

-none-



Enclosure 2.



2. Mr. Kraingsak Buanoom

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

Age (Year) 47

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

Criteria and method of selection : Being an existing director of the company
 The Company has already passed the process of screening and processing the Nomination and Compensation Committee, and has considered the appropriate qualifications, knowledge and abilities. As well as the experience of directors who have completed their term of office, the Office of the Securities and Exchange Commission, Thailand (SEC) and related agencies.

Possession of Company's shares (%) 46.72

Date of Appointment to be the director January 17, 2012

Continuous terms as director * 4 Year
** Since the company was conversion as a public company limited on April 7, 2020*

Education / Training

- Master of Civil Engineering Kasetsart University
- achelor of Civil Engineering Mahanakorn University of Technology
- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class of 268/2018



Enclosure 2.

Attendance record in 2023

- Board of Directors Meeting : 6/6
- Risk Management Committee Meeting : 2/2
- Nomination and Remuneration Committee Meeting : 2/2

5-year Past Experiences and/or Remarkable Positions

- **Other listed Companies** : 1 companies
- **Other non-listed companies** : 2 companies
 - 2564 – Present Director บริษัท อธิฤทธิ์ ไนซ์ คอร์ปอเรชั่น จำกัด (มหาชน)
(Type of Business : การขายส่งเครื่องใช้ไฟฟ้าและอิเล็กทรอนิกส์ชนิดใช้ในครัวเรือน)
 - 2564 – Present Director W Team Company Limited
 - 2564 – Present Director Central Park Land Company Limited
- **Other Entities that may have Conflicts of Interest or is in business competition :**
-none-

Relationship with executive directors or major shareholders of the Company and Subsidiaries

- Mr.Kraingsak Buanoom is Mrs.Ploypatcha Buanoom's husband
- Mr.Kriangkrai Buanoom is Mr.Kraingsak Buanoom's brother
- Miss Pakamol Chanhom is Mr.Kraingsak Buanoom's aunt



[Enclosure 2.](#)



3. Mr. Kriangkrai Buanoom

Position Director
Executive Director
Company Secretary
Deputy Managing Director

Age (Year) 40

Type of Appointment Director / Executive Director / Company Secretary

Criteria and method of selection : Being an existing director of the company
The Company has already passed the process of screening and processing the Nomination and Compensation Committee, and has considered the appropriate qualifications, knowledge and abilities. As well as the experience of directors who have completed their term of office, the Office of the Securities and Exchange Commission, Thailand (SEC) and related agencies.

Possession of Company's shares (%) 3.38

Date of Appointment to be the director May 14, 2019

Continuous terms as director * 4 Year

** Since the company was conversion as a public company limited on April 7, 2020*

Education / Training

- Bachelor's Degree in Instrumentation Engineering King Mongkut's Institute Technology Ladkrabang
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD), Class of 164/2019
- Company Secretary (CSP), Thai Institute of Directors (IOD), Class of 95/2019
- IT Governance and Cyber Resilience Program (ITG), Thai Institute of Directors (IOD), Class of 13/2020
- Professional Development Program for Company Secretary (CMDP), Thai Institute of Directors (IOD), Class of 2022

Attendance record in 2023

- Board of Directors Meeting : 6/6

**Enclosure 2.****5-year Past Experiences and/or Remarkable Positions**

- **Other listed Companies** : - none -
- **Other non-listed companies** : 3 companies
 - 2021 – Present Director Central Park Land Company Limited
 - 2016 – Present Director Alright System Engineering Company Limited
 - 2013 – Present Director KK Solutions Engineering Company Limited
- **Other Entities that may have Conflicts of Interest or is in business competition :**
-none-

Relationship with executive directors or major shareholders of the Company and Subsidiaries

- Mr.Kriangkrai Buanoom is Mr.Kraingsak Buanoom's brother
- Miss Pakamol Chanhom is Mr.Kriangkrai Buanoom's aunt



Enclosure 3.

Enclosure No. 3



Profile of a Proposed Auditor



Enclosure 3.

Profile of a Proposed Auditor



1. Miss. Kamolmett Chrityakierne, Ph D.

D.I.A International Audit Co., Ltd.

Certified Public Accountant, Registration No. 10435

Education Qualification

- Doctor of Philosophy in Accounting, Sydney, NSW, University of Sydney
- Master of Accounting, Los Angeles, CA, University of Southern California
- Bachelor of Accountancy (First Class Honors) , Bangkok, Chulalongkorn University

ใบอนุญาตทางวิชาชีพ

- Certified Public Accountant, Registration No. 10435
- Approved Auditor in Thai Capital Market
- Member of Federation of Accounting Professions in Thailand

Working Experience

- 2021 – Present Audit Partner
D I A International Audit Co.,Ltd
- 2010 – Present Lecturer
Chulalongkorn University
- 2015 – 2020 Audit Manager
D I A International Audit Co.,Ltd
- 2010 – 2014 Senior Assistant Auditor
D I A International Audit Co.,Ltd
- 2008 – 2553 Assistant Auditor
PricewaterhouseCoopers ABAS Ltd.

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons

- none -



Enclosure 3.



2. Mrs. Suvimol Chrityakerne

D.I.A International Audit Co., Ltd.

Certified Public Accountant, Registration No. 2982

Education Qualification

- Master Degree of Accountancy (M. Acc.), Bangkok, Chulalongkorn University
- Bachelor Degree of accountancy (B. Acc.), Bangkok, Chulalongkorn University

Professional Certificates

- Certified Public Accountant (CPA), Registration No. 2982
- Member of Federation of Accounting Professions in Thailand
- Certified Professional Internal Auditor of Thailand (CPIA)

Professional Certificates

- Ethical Leadership Program (ELP) Class 10/2017
- Advance Audit Committee Program (AACP) Class 27/2017
- Audit Committee Program (ACP) Class 36/2011
- Director Certification Program (DCP) Class 92/2007
- Training Course on Tax Law, Class 1
- Certified Professional Internal Auditor of Thailand (CPIAT), Class 1, Institute of Internal Auditor of Thailand
- Balanced Scorecard Course, Faculty of Commerce and Accountancy, Chulalongkorn University.
- Academic Seminar: "Money Laundering – It has to do with you"
- New Paradigm Leader, Transparency & Anti-Corruption Class 1/2018

Work Experience

- 2019 – Present Chairman of the Board of Directors
NSL Foods Public Company Limited
- 2017 – Present Audit Committee / Independent Director
Team Consulting Engineering and Management Public
Company Limited
- 2015 – Present Chairman of Audit Committee / Independent Director
Khonburi Sugar Public Company Limited



Enclosure 3.

- 2010 – Present Managing Director
DIA International Audit Company Limited
- 2010 – Present Director
DIA Audit Company Limited
- 2018 – 2019 Audit Committee / Independent Director
Global Power Synergy Public Company Limited
- 2016 – 2018 Independent Director
Thai Oil Public Company Limited

Technical Academic Matter/Professional

- 2017 – Present Bachelor Degree, Special Instructor, Subject : KAAC461
Mahidol University (Kanchanaburi)
- 2010 – Present Master Degree, Special Instructor, Subject : AC511
Dhurakij Pundit University
- 2010 Bachelor Degree, Special Instructor,
Subject : Principles and Techniques for Internal Auditing
Chulalongkorn University
- 2006 Bachelor, Special Instructor, Subject : Auditing Standard
Dhurakij Pundit University

Social of Activity

- 2017 – Present Sub-committee Member, Taxation, The Thai Chamber of
Commerce and Board of Trade of Thailand
- 2017 – Present Board Member and Registrar,
The Federation of Accounting Professions
Under the Royal Patronage of His Majesty the King
- 2017 – Present Director / Chairman of the Audit Committee, Thai Investors
Association
- 2017 – Present Member of Sub-committee on Inquiry Review, Trade Interests
and Remedies Division Department of Foreign Trade
- 2012 – Present Director, Foundation to Support the Development of
Academic Law - Faculty of Law, Chulalongkorn University
- 2004 – Present Professional Committee, Department of Accountancy,
Chulalongkorn University Alumni Association
- 2010 – 2020 Board Member and Accounting Standard Committee Member,
The Federation of Accounting Professions Under the Royal
Patronage of His Majesty the King
- 2005 – 2017 Auditing Standards Committee Member, The Federation of
Accounting Professions Under the Royal Patronage of His
Majesty the King

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons

- none -



Enclosure 3.



3. Miss Somjintana Pholhirunrat

D.I.A International Audit Co., Ltd.

Certified Public Accountant, Registration No. 5599

Education Qualification

- Master B.A. Accounting Chulalongkorn University, Bangkok, Thailand
- Bachelor B.A. Accounting Sukhothai Thammathirat University, Bangkok, Thailand
- Bachelor B.A. Accounting Ramkhamhaeng University, Bangkok, Thailand

Professional Certificates

- Certified Public Accountant (CPA), Registration No. 5599
- was approved by the Office of Securities and Exchange Commission

Working Experience

- 2011 – Present Managing Partner D I A International Audit Co., Ltd.
- 1996 – 2011 Manager Audit Section Office of D I A International Auditing
- 1989 – 1996 Accounting Manager Plan Publishing Co., Ltd

External Auditor For Listed And Other Companies

- Saha Pathanapibul Public Company Limited
- Eastern Commercial Leasing Public Company Limited
- Prebuilt Public Company Limited
- Dcon Products Public Company Limited
- Asset Five Group Public Company Limited
- Sirakorn Public Company Limited

Liquidator (Appointed by The Ministry of Finance)

- Nava Factoring Co., Ltd.
- LPN Credit Foncier Co., Ltd.
- The Ocean Securities and Finance Co., Ltd

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons

- none –



Enclosure 3.



4. Mr. Wirote Satjathamnukul

D.I.A International Audit Co., Ltd.

Certified Public Accountant, Registration No. 5128

Education Qualification

- Bachelor of Accountancy, Ramkhamhaeng University
- Certificate of Advance Auditing, Thammasat University

Professional Certificates

- Certified Public Accountant (CPA), Registration No. 5128, approved by the Securities and Exchange Commission
- Member of the Federation of Accounting Professions under the Royal Patronage of His Majesty the King

Working Experience

- 2010 – Present Partner
D I A International Audit Company Limited
- 2003 – 2009 Manager
D I A International Audit Company Limited

Other Experience

- Eastern Polimer Industry Co., Ltd.
- Ocean Life Insurance Co., Ltd.
- Suetrong Property Co., Ltd.
- Quick Leasing Co., Ltd.
- Prinsiri Public Company Limited
- Samchai Steel Industries Public Company Limited
- Mandarin Hotel Public Company Limited

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons

- none -



Enclosure 3.



5. Miss Chonlakarn Chrityakierne

D.I.A International Audit Co., Ltd.

Certified Public Accountant, Registration No. 10925

Education Qualification

- THE WHARTON SCHOOL, UNIVERSITY OF PENNSYLVANIA, Philadelphia, PA
Master of Business Administration; Major in Finance and Management
 - Leadership roles: Selected as board member of Wharton's Southeast Asia Club and Wharton's Asia Club
- CHULALONGKORN UNIVERSITY, Bangkok, Thailand
Bachelor of Accountancy, Major in Accounting, GPA 3.97 (First-class Honors, 2nd Rank)
 - Head of Student Group for the Department of Commerce and Accountancy
 - President of Academic for Accounting Club & Awarded the Outstanding Student of Accounting Department from CU (2008)

Professional Certificates

- Certified Public Accountant, Registration No. 10925, approved by the Securities and Exchange Commission
- Member of Federation of Accounting Professions in Thailand

Working Experience

- **Thai Edible Oil Co.,Ltd**
 - 2023 - Present Assistant Director of Accounting and Financial
 - 2013 - 2015 Assistant Audit Manager
- **DIA INTERNATIONAL AUDIT CO.,LTD** (family owned, auditing business, 350 employees)
 - 2022 - Present Partner
 - 2013 - 2015 Audit Manager
 - Collaborated with Partners to initiate and implement policy relating to Audit Planning Phase. Ensured quality of audit work met global standards (ISQC1) and eliminated unnecessary time to complete projects, improving profit-per-project by 10%
 - Led team of 8 auditors to evaluate and identify control weakness of marine logistic client (\$13 million in revenue, listed on SET); recommended new practice of control over vessel spare parts, reducing risk of fraudulent claims of customer assets
 - Decreased lead time to release opinions on the financial statements by 2 weeks, leading to increase in customer satisfaction, by coaching 20 audit staff to institute more effective audit planning



Enclosure 3.

- Reviewed and improved audit documentation for a chemical distributor (\$30 million in revenue) before visit from Security Exchange Commission officers. Decreased comments from more than 15 points last year to fewer than 5 this year

• SHOPEE THAILAND

2022 - Present Risk Management and Return Refund Management Manager
 2021 - 2022 Fraud and Risk Management Manager
 2019 - 2021 Customer Experience and Payment Manager

- Led a team of 200 employees in Return and refund. Succeeded laid out strategy and policy roadmap for return and refund, \$0.5 million cost saving recognized in 2022 with extra \$1 million cost saving expected to be realized in 2023
- Redesigned return refund process and policy of Shopee using digital tools to transform end-to-end after-sales customer experiences, while balancing customer satisfaction with compensation costs
- Set up the risk management team for Shopee. Supervised team members to evaluate operational risk in Shopee across all departments and set up controls to mitigate identified risks, resulting in \$1.2 million loss prevention from operational incidents in 2022
- Drove operational, process improvement and organization change focusing on driving process efficiency, resulting in EBITDA enhancement

• BOSTON CONSULTING GROUP (BCG)

2017 - 2019 Consultant

- Developed and laid out a 5-year strategy roadmap for the Asia's largest real estate company listed in Singapore (focus on lodging business), expecting ROA uplift by 12%
- Redesigned after-sales process using digital tools to transform end-to-end customer experiences for a leading real estate developer in Thailand
- Conducted the implementation of the agile process transformation for a leading real estate developer in SEA and national oil & gas company in SEA
- Executed multiple initiatives under a 5-year transformation project of a leading financial service company in Indonesia, including redesigning its sales and service model and salesforce operating rhythm with a goal to drive salesforce effectiveness

• PRICEWATERHOUSECOOPERS (ABAS)

2011 - 2013 Senior Associate Auditor
 2009 - 2011 Associate Auditor

- Outstanding Performance Recognition from PWC for 3 consecutive years.
- Analyzed liquidity and profitability of more than 15 companies by performing financial ratio analysis of financial statements
- Initiated an Excel-based model to calculate Deferred Income Tax (IAS12) for a low cost airline company (\$712 million in revenue). Trained clients to calculate tax using the developed Excel model
- Reduced workforce needed for an audit internal control, utilizing a risk-based approach and eliminating avoidable tasks

Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons

- none -



Enclosure 4.

Enclosure No. 4



Capital Increase Report Form

**Enclosure 4.**

F53-4

Capital Increase Report Form
Well Graded Engineering Public Company Limited
February 15,2024

We, Well Graded Engineering Public Company Limited (“the Company”), would like to report the resolutions of the Board of Directors Meeting No. 1/2024 on February 15,2024, regarding the Company's registered capital increase and allotment of capital increase shares as follows:

1. Capital increase

Refer to the Annual General Meeting of Shareholders of the year 2023 held on April 20, 2023, approved the details of the allotment of the remaining ordinary shares under the General Mandate are as follows:

Capital Increase	Share Type	Number of Shares	Face Value (Baht per Share)	Total Value (Baht)
<input checked="" type="checkbox"/> General Mandate to Private Placement	Ordinary shares	60,000,000	0.50	30,000,000

2. Allotment of Capital Increase Shares

The allotment under a General Mandate to Private Placement

Allotted to	Securities Type	Number of Shares	Percent of Paid-Up Capital	Note
Private Placement	Ordinary shares	Not exceeding 60,000,000	No exceeding 10	Details in section 1-3 below

**Enclosure 4.**Remark:

The Board of Directors Meeting No. 1/2024 held on February 15, 2024, resolved to propose to the Annual General Meeting of Shareholders of the year 2024, which will be held on April 30, 2024 for consideration and approval of the extension of the validity period of the allocation of newly issued ordinary shares under the General Mandate are as follows:

1. The Company shall allot newly issued ordinary shares not exceeding 60,000,000 shares at par value of baht 0.50 per share, the Company shall allot the newly issued ordinary shares not exceeding 60,000,000 shares and offer to private placement as prescribed in the Notification of the Capital

Market Supervisory Board No. Tor.Jor. 72/2558 re: Permission for Listed Companies to Offer Newly issued Shares to Private Placement (including the amendment) (the “Capital Market Supervisory Board No. Tor.Jor. 72/2558”) where the offering price is not classified as low offering price as specified in the above notification of the SEC.

2. The allocation of newly issued ordinary shares as specified in the remark clause 1. Above must not exceeding 30,000,000, shares or 60,000,000 shares as the case maybe which equivalent to 10 percent of paid up capital of the Company at the date on which the Board of Directors of the listed company resolves to approve the capital increase under General Mandate in the amount of Baht 300,000,000 or equivalent 600,000,000 paid up shares (at the par value of Baht 0.50 per share) as prescribed in the Notification of the Stock Exchange Commission (the “SEC”) re: Rules, Conditions and Methods of Disclosure of Information and Other Acts of Listed Companies concerning Capital Increase of Listed Companies B.E 2563.
3. Assigned Board of directors to be empowered to undertake the allotment of the Company’s newly issued ordinary shares including but not limited to:
 - 3.1 consider the offering of newly issued ordinary shares under General Mandate as specified in the remark clause 1 in whole or in part by single or multiple offerings which shall be completed prior to the date of the Company’s next Annual General Meeting of Shareholders (whichever comes first).

**Enclosure 4.**

- 3.2 determining offering date and time, offering price, the list of specific investor (Private Placement), and other terms and conditions relating to the allotment of such newly issued ordinary shares, where the offering price is not classified as low offering price and the offering price for the allotment of the newly issued ordinary shares to Private placement shall be the best market price during the offering period which shall not be less than 90% of the Market Price as specified in the Capital Market Supervisory Board No. Tor.Jor. 72/2558 (Market Price means the weighted average of the selling and buying price of the Company's common stock in the Stock Exchange of Thailand for the period 7-15 consecutive days prior to the offering date)
- 3.3 in case the specific persons who are allocated the newly issued ordinary shares as in the remark clause 1 are "connected person" on accordance with the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 re: Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003, the Company
- shall comply with the related notification of the Capital Market Supervisory Board and the related notification of the SEC.
- 3.4 negotiating, agreeing, and signing any agreements and/or document that are necessary or relevant to such allocation of the newly issued ordinary shares, including any amendments thereof, as well as appointing financial advisors, legal advisors, underwriters, and/or other service providers (if necessary)
- 3.5 signing applications, waiver requests, and any other documents that are necessary or relevant to such allocation of the newly issued ordinary shares, including contacting and filing such application, waiver requests, and documents with the relevant government authorities or agencies, as well as registering such newly issued ordinary shares to be Listed Securities on the Stock Exchange of Thailand; and
- 3.6 undertaking any other actions that are necessary or relevant to such allocation of the newly issued ordinary shares as appropriate.

**Enclosure 4.****3. Schedule for the Shareholders' Meeting for Approval of the Capital Increase and the allocation of the Newly Issued Ordinary Shares**

If was resolved to schedule the date of Annual General Meeting of Shareholders of 2023 which will be held on Thursday, April 20, 2023 at 13.30 hours. Broadcasting live via electronic devices from the meeting room at the Branch Office, at No. 50/1203 Moo 9, Bangpood, Pakkred. Nonthaburi 11120 and the record date to determine the list of shareholders entitled to attend the Meeting (Record Date) to be Wednesday, March 20, 2024.

4. Seeking approval of the capital increase / share allotment form related government agency, and approval conditions

The Company already had registered the capital increase 330,000,000 baht by issuing shares of 60,000,000 ordinary shares with par value of 0.50 baht per share and amended the memorandum of association to the Department of Business Development, Ministry of Commerce. The Company will apply for registration of paid-up capital when it has been paid from time to time

5. Objectives of the capital increase and plans for utilizing the increased capital

The approval from shareholders for 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. The Board of Director will consider and approve the objectives of the capital increase and use of 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.

6. Benefits that the Company will receive from the capital increase / share allotment

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, it will result in a stronger and more stable financial structure which will benefit the Company and general return to shareholders in the long term.

**[Enclosure 4.](#)****7. Expected Benefits to the Shareholders from the Capital Increase / Newly Issued Share Ordinary Allocation****Dividend Payment Policy**

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 tax and statutory reserve as required by law. Other reserves (if any) and commitments under the conditions of the loan agreements, 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 ordinary course of business of the Company.

The rate of dividend payment is subject to change, depending on performance, necessity and other justifications in the future of the Company, other factors relating to the Company's operations and administration, provided that the Company shall have sufficient cash to operate its business and such arrangements must be in the best interest to the shareholders by resolution of the Board of Directors for declaration of annual dividends, and such resolution of the Board of Directors must be proposed to seek approval from the shareholders' meeting, except for interim dividends, which the Board of Directors is empowered to approve and report such dividend payment to the next shareholders' meeting for information. Should the Company still have any accumulated loss, no dividends shall be paid, unless otherwise specified in the Articles of Association in respect of preferred shares. Dividends shall be paid equally according to the number of shares, subject to approval from the shareholders' meeting.

8. Opinion of the Board of Director on the matters**8.1 Reasons and Necessities of issuance and allocation of the newly issued ordinary shares**

The Board of Directors is of the opinion that the Company is in need of the increase of the registered capital and issuance of newly issued ordinary shares to the specific investors (Private Placement) as the Company intended to use the funds received from the offering for the purpose mentioned in item 5 above.

8.2 Feasibility of the plan for use of proceeds from the offering of newly issued ordinary shares

The Company plan to issue and offer the newly issued ordinary shares to the specific investors (Private Placement) as the Company intended to use the funds received from the offering for the purpose mentioned in item 5 above.

**Enclosure 4.****8.3 Reasonableness of the capital increase, plan for use of proceeds and sufficiency of funding**

The Board of Directors is of the opinion that the issuing and offering of the newly issued ordinary shares to the specific investors (Private Placement) is appropriate, reasonable and in the best interests of the Company and shareholders as the Company intended to use the funds received from the offering for the purpose mentioned in item 5 above.

8.4 Impact on the business operation, financial position and operating results due to the increase and planed implementation of the plan for use of proceeds

The Board of Directors is of the opinion that the issuing and offering of the newly issued ordinary shares to the specific investors (Private Placement) is the implementation of the Company's funding plan which will enable the Company to use the proceeds from the capital increase for the purpose mentioned in item 5 above. The implementation of the above will benefit the Company in generating continuous cash flow and profit in the future and does not have a negative impact on the Company's business operations as well as the financial position and operating results of the Company.

8.5 Appropriateness of share price to subscribe for newly issued ordinary shares of the Company

will be in accordance with the price specified by the Board of Directors or persons assigned by the Board of Directors, It will be offered for sale at the market price and at the best price according to the market conditions during the offering to investors. The price will not be lower than the weighted average price of the shares in the stock exchange for the past seven consecutive business days but not more than fifteen consecutive business days (market price). Board of Directors may specify the offering price with the discount, but the discount shall not exceed 10% of the said market price.

8.6 Reasons and necessities of allocation of the Company's newly issued ordinary shares to the investors in the Private Placement

The company can raise capital within a short time and reduce the investment burden of the existing shareholders in increasing the company's capital. When comparing to the capital increasing by a way of public offering, which takes a longer time in preparation and must be authorized by related parties which time cannot be controlled by the company. Therefore, the Board of Directors considers that the appropriate and in accordance with the objective is the Issuance and offering of newly issued ordinary shares to specific persons (Private Placement) to persons who have Capital Potential and is ready to pay for the increasing capital. This will allow the company to receive the needed capital in a short time.



Enclosure 4.

9. Certification of the Board of Directors on the Capital Increase

In the event where any director of the Company fails to perform his/her functions as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such failure by action or inaction in the performance of his/her functions has caused damage to the Company, the Company may claim damages from such director. If the Company does not claim such damages, the shareholders, holding among them in aggregate not less than 5 percent of all issued and sold shares, may give notice to the Company to proceed with such claim, failing which, the shareholders may take legal actions to claim damages from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended)

In addition, should such failure by action or inaction in the performance of his/her functions as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in this capital increase, have caused any director, executive or related persons to derive any undue benefits, the Company may take legal actions against such director be held liable to return such benefits to the Company, or the shareholders, holding among them in aggregate not less than 5 percent of all votes in the Company, may give notice to the Company to do so, failing which within 1 month from the date of receipt of such notice, the shareholders may take legal actions to recover those benefits from such directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

10. Schedule of Action after the Board of Directors' Resolution to Approve the Capital Increase /Newly Issued Ordinary Share Allocation

No	Procedures	Day/Month/Year
1	The Board of Directors' Meeting No. 2/2023 passes its resolution on the increase of the registered capital and newly issued ordinary share allocation	February 15,2024
2	The record date to determine the list of shareholder entitled to attend Annual General Meeting of Shareholders of 2024 (Record Date)	March 20,2024

**Enclosure 4.**

No	Procedures	Day/Month/Year
3	Date of the 2023 Annual General Meeting of Shareholders to request approval on the extension of the validity period	April 30,2024
4	Offering for sale of newly issued ordinary shares to the Private Placement investors	Within 12 months from the date that the shareholders' meeting resolves to approve the extension of the period issuance and offering of newly issued ordinary shares to the Private Placement investors, subject to market conditions
5	Registration of the paid-up capital with the Ministry of Commerce	Within 14 days from the date of the allotment of the newly issued ordinary shares to the Private Placement investors
6	Filing the application for listing the newly issued ordinary shares offered to the Private Placement investors to the SET	Within 30 days after the completion of the offering of the newly issued ordinary shares to the Private Placement investors

The Company hereby certifies that the information in this report is correct and complete in all respects.

Sincerely yours,

(Mr. Kraingsak Buanoom)

Chief Executive Officer



Enclosure 5.

Enclosure No. 5



Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy



Enclosure 5.

Guidelines for attending the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and appointment of Proxy

The Company recommends shareholders and/or proxy, please kindly see details about preparation for e-Registration, attending the e-Meeting, asking questions, and voting procedures in the User Manual Electronics Meeting System for the Shareholders' Meeting Enclosure 10.

Step 1 Preparation of documents and evidence supporting authentication

1. Condition of the shareholders' meeting through via DAP e-Shareholder Meeting system in person
 - 1.1 In the case that shareholders are an individual

Copy of identification documents issued by the government entities, which show the photo, name and surname of the shareholder and have not expired, such as an identification card or government official card or passport, must be presented. In the case of changing name or surname, supporting evidence must be submitted as well.
 - 1.2 In the case that shareholders are a juristic person
 - (1) Copy of certificate of juristic person registration of shareholders issued no more than 6 months prior to the meeting date which its true copy is certified by a representative of the juristic person and there is a statement indicating that the juristic person's representative attending the meeting has the authority to act on behalf of the juristic person who is the shareholder.
 - (2) Copy of identification documents issued by the government entities of the representative of the juristic person which is the same as the case of an individual person
2. In case shareholders appoint a proxy to attend the E-AGM

The Company submits the Proxy Form A, B and C to shareholders or which can be downloaded from the Company's website at <https://investor.well-graded.com>

Shareholders may authorize another person or the following Company's Independent Director, to attend and vote on his/her behalf.

- **Dr. Tachanun Kangwantrakool** Independent Director, 54 years
ที่อยู่ 98/75 หมู่ 5 ตำบลบางคูเวียง อำเภอบางกรวย จังหวัดนนทบุรี 11130

(Independent Directors have no special interest different in every agenda proposed at Annual General Meeting of Shareholders Enclosure 7.)

**Enclosure 5.****2.1 Ordinary person appoints a proxy**

- (1) Proxy Form submitted by the Company together with the meeting notice which is completely filled out and affixed with signatures of the grantor and the proxy holder, Enclosure 9; and
- (2) A copy of identification documents issued by the government entities to shareholders (Grantor). Photo, name and surname of the shareholder (Grantor) must be shown and such documents have not expired, such as identification card or government official card or passport. In the case of changing name or surname, supporting evidence must be submitted and affixed with signature to certify true copy; and
- (3) Identification documents issued by the government entities to a proxy holder under Item 2.1 (2) with signature affixed to certify true copy.

2.2 Juristic person appoints a proxy

- (1) Proxy Form submitted by the Company together with the meeting notice which is completely filled out and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy, Enclosure 9; and
- (2) A copy of certificate of juristic person registration of shareholders issued no more than 6 months prior to the meeting date which its true copy is certified by a representative of the juristic person and there is a statement indicating that the juristic person's representative affixing his/her signature in the proxy form has the authority to act on behalf of the juristic person who is the shareholder; and
- (3) A copy of identification documents issued by the government entities of the juristic person's representative affixing his/her signature in the proxy Photo, name and surname of the shareholder (Grantor) must be shown and such documents have not expired, such as identification card or government official card or passport. In the case of changing name or surname, supporting evidence must be submitted and affixed with signature to certify true copy; and
- (4) Identification documents issued by the government entities of the proxy holder which is the same as the case of an individual person under Item 2.2 (3) with signature affixed to certify true copy.

2.3 For Foreign Investor appointing the Custodian in Thailand

- (1) Document as specified in the event that shareholder is a juristic person
- (2) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf

**Enclosure 5.**

- (3) Letter certifying that the person signing the Proxy Form is authorized to operate custodian business

For the shareholder is non-Thai national or foreign juristic person, in the event that the documents or evidence mentioned above is other languages, not a Thai or English document. Shareholders are required to present an English translation of the document which signed to certify the translation by the shareholders or by the authorized person to bind the juristic person who is the shareholder.

3. The Company proceeding in accordance with the law of personal data protection.

In the event of the shareholders' meeting through via DAP e-Shareholder Meeting system, the Company will collect, use and disclose shareholders' personal data in accordance with the laws and propose benefits to service shareholders concerning the shareholders' meeting attendance. The personal data is protected in accordance with privacy policy as specified on the Company website at <https://www.well-graded.com/en/privacy-policy-2/>

Step 2 Authentication and e-Registration via DAP e-Shareholder Meeting system in person

- **Attendance of e-Shareholder Meeting in person**-In the case that a shareholder is an individual or a juristic person

The Shareholder attending the meeting through electronic media (E-AGM) to vote for the resolution of the shareholder's meeting is requested to fill in the registration form by April 26, 2024.

Register for authentication at

- Link: [DAP e-Shareholder Meeting - Login \(setgroup.or.th\)](https://setgroup.or.th)
- or at QR Code:



**Enclosure 5.**

Shareholders may prepare effective and ongoing devices for attending the shareholders' meeting through via DAP e-Shareholder Meeting system as follows:

- For registration, please prepare an electronic device with a camera.
PC Computer/Notebook/Tablet/Mobile (Window or IOS or android)
- Access to DAP e-Shareholder Meeting via Web Browser: Google Chrome/Safari/Edge

Shareholders may study agreement and condition of the Shareholders' meeting attendance through via DAP e-Shareholder Meeting system, including, DAP e-Shareholder Meeting system usage from the electronic meeting system handbook for the shareholders' meeting Enclosure 10. at

- Link: <https://investor.well-graded.com/storage/content/downloads/shareholders-meetings/agm2024/20240326-wge-agm2024-enc10-en.pdf>

- or at QR Code:



- Attendance of e-Shareholder Meeting of proxy to any person (Form B) or proxy to any person (Form C) or in case that the shareholder sends documents to register by the Company

Shareholders or proxies fill out information in "Registration Form for attending the Electronic Annual General Meeting" according to Enclosure 11. and also attach documents supporting evidence for authentication as detailed below and submit documents to the Company Secretary form by April 29, 2024. Division through the following channels;

- Email : Secretary@wge.in.th or
- Postal Mail : Company Secretary
Well Graded Engineering Public Company Limited
No. 50/1203 Moo 9 Bangpood Subdistrict, Pakkret District, Nonthaburi, 11120

**Enclosure 5.**

The Company will proceed with inspecting the shareholder's documents to confirm the meeting attendance through via DAP e -Shareholder Meeting system. Once completed, the Company will send a Link to shareholder by email in order to be a channel for attending the meeting through via DAP e-Shareholder Meeting system.

****** Please keep your Username and Password confidential.
Your login account should never be disclosed to others ******

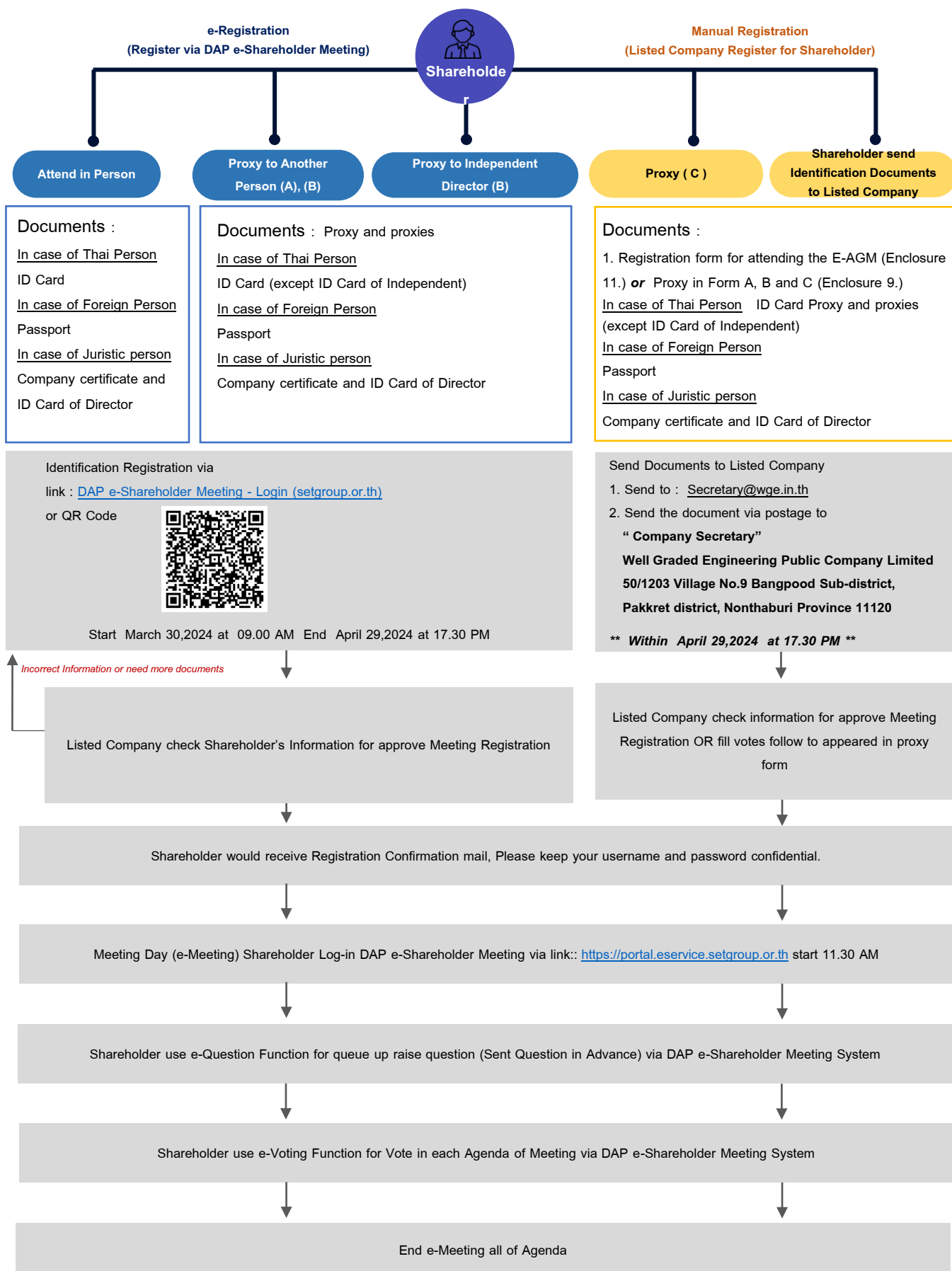
Step 3 Condition of the shareholders' meeting attendance through via DAP e-Shareholder Meeting system in person

- (1) Shareholders log in to [DAP e-Shareholder Meeting - Login \(setgroup.or.th\)](https://setgroup.or.th)
(The system supports the meeting attendance in the form of e-Meeting and e-Voting according to the method of in-person and by-proxy attendance.)
- (2) Enter username (email address that you have registered) and password
- (3) Search for the meeting by finding the Company name /Meeting type etc.
- (4) Click on the meeting you wish to join
- (5) Click "Join Meeting"
- (6) Agree to the terms and conditions of service
- (7) Confirm name and voting rights (Enter OTP)
- (8) Enter one time password (OTP)

In which shareholders can log in to DAP e-Shareholder Meeting (log in) on April 30, 2024 at 11.30 hours



Example of Meeting Joining of Shareholder DAP e-Shareholder Meeting





Enclosure 6.

Enclosure No. 6



**Definition of “Independent Director”
of Well Graded Engineering Public Company Limited**



[Enclosure 6.](#)

Definition of “Independent Director” of Well Graded Engineering Public Company Limited

1. Holds shares not exceeding 1% of the total shares with voting right of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included.
2. Is not or has never been an executive director, employee, staff, advisor earning regular monthly salary, nor controlling parties of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the Company, unless having exempted from the aforementioned nature for not less than 2 years. However, the said prohibited positions do not include where independent directors used to be a government official or as a consultant of a government agency which is a major shareholder or controlling party of the Company.
3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of other director, management, major shareholders, controlling party or the person who is in the process of nomination to be the director, management or controlling party of the Company or its subsidiary.
4. Do not have or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company in respect of holding the power which may cause the obstacle of the independent decision-making, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless having exempted from the aforementioned nature for not less than 2 years.
5. Is not or has never been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and has never been the significant shareholder, controlling party, or partner of the auditing firm which employs such auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless having exempted from the aforementioned nature for not less than 2 years.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor which received the service fee more than Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and has never been the significant shareholder, controlling parties, or partner of the above mentioned professional service provider, unless having exempted from the aforementioned nature for not less than 2 years.
7. Is not the director who is nominated to be the representative of directors of the Company, major shareholders, or any other shareholder related to the major shareholders.
8. Does not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds share for exceeding 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the Company, or its subsidiaries.
9. Does not have any quality causing the disability to give an independent opinion regarding the business operation of the Company.

Such independent director may be assigned by the Board of Directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.



Enclosure 7.

Enclosure No. 7



Profile of Independent Directors to be supported for Proxy of Shareholders

**Enclosure 7.**

Profile of Independent Directors to be supported for Proxy of Shareholders



1. Dr. Tachanun Kangwantrakool

Position Chairman of Director
Member of the Audit Committee
Member of the Risk Management Committee
Member of the Nomination and Remuneration Committee
Independent Director

Age (Year) 56

Address : 98/75, Village No.5, Bang Khu Wiang Sub-district, Bang Kruai District, Nonthaburi Province 1130

Interest I proposed agenda in Annual General Meeting 2024 : Agenda 3 , 5
(No special interest is different from other directors in the agenda proposed at this general meeting of shareholders)

Possession of Company's shares (%) : 0.12

Education / Training :

- Ph.D. in Software Engineering/ICT Carnegie Mellon University
- Master of Computer Engineering and Management Assumption University
- Bachelor of Science (Statistics) Payap University
- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class of 268/2018
- Finance Statement for Director (FSD), Thai Institute of Directors (IOD), Class of 38/2019
- Risk for Corporate Leader (RCL), Thai Institute of Directors (IOD), Class of 17/2019
- Advanced Audit Certification Program (AACP), Thai Institute of Directors (IOD), Class of 35/2019

Attendance record in 2023

- Board of Directors Meeting: 6/6
- Audit Committee Meeting: 5/5
- Nomination and Remuneration Committee Meeting: 2/2
- Risk Management Committee Meeting : 2/2



Enclosure 7.

5-year Past Experiences and/or Remarkable Positions

- **Other listed Companies** : 3 companies
- **Other non-listed companies** : 1 companies
 - 2021 – Present Director
Glory Forever Public Company Limited
 - 2021 – Present Director
Itthirit Nice Corporation Company Limited
 - 2019 – Present Chairman of Director / Audit Committee / Risk Management
Committee member / Nomination and Remuneration
Committee member / Independent Director
Well Graded Engineering Public Company Limited
 - 2019 – Present Director / Nomination and Remuneration Committee member
Sabuy Connext Tech Public Company Limited
 - 1995 – Present Director (Authorized Director) / Chief executive director
I Sem Company Limited
 - 2019 – 2020 Chief of Digital business and Technology
Sabuy Technology Public Company Limited
 - 2019 – 2020 Director
Acis Professional Center Company Limited
 - 2018 – 2020 Director
I App Technology Company Limited
 - 2017 – 2019 Consult of Chief executive officer
Sahaviriya Group
 - 2017 – 2019 Consult of Chief executive officer
SDG Group
 - 2017 – 2019 Consult of Chief executive officer
Smart corporation Group
 - 2017 – 2019 Consult of Chief executive officer
Data One Asia (Thailand) Company Limited
 - 2015 – 2017 Consult of Development
Bangkok Payment Solution Company Limited
- **Other Entities that may have Conflicts of Interest or is in business competition :**
-none-

Relationship with executive directors or major shareholders of the Company and Subsidiaries

- none -



Enclosure 8.

Enclosure No. 8



Articles of Association of the Company with Respect to the Meeting of Shareholders

**Enclosure 8.****Articles of Association of the Company with Respect to the Meeting of Shareholders****1. Closing of Share Register Book**

Article 14. In the course of twenty-one (21) days prior to each meeting of the shareholders, the Company may suspend the registration of share transfer and notify the shareholders in advance by placing notice at the head office and its branch office not less than fourteen (14) days before the date commencing the suspension of share transfer.

2. Calling for the Meeting of Shareholders

Article 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.

All other general meetings of shareholders shall be called extraordinary meetings.

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.

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.

**Enclosure 8.**

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.

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.

Article 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 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. 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.

3. Quorum

Article 39. In the meeting of Shareholders, there shall be shareholders and proxies (if any) presenting at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.

At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if

**Enclosure 8.**

such meeting is convened because the shareholders have requested, the Meeting shall be dissolved, if such meeting is held not because the shareholders have requested, the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting, no quorum is required.

Article 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 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:

- (1) Number of shares held by the grantor;
- (2) Name of the proxy;
- (3) Meeting reference that the proxy is granted to attend and vote.

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.

Article 42. The chairman of the board shall preside over a meeting of shareholders. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty and if a vice-chairman exists, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but is unable to perform the duty, the shareholders attending the meeting shall elect one among themselves to preside over the meeting.

4. Voting

Article 43. In voting, each shareholder shall have a number of votes equivalent to the number of the shares subscribed; on the basis that one (1) share shall carry one (1) vote. Voting shall be conducted openly, except where so requested by not less than five (5) subscribers and so resolved by the meeting that the voting may be made by secret ballot. In such case the procedure for voting by secret ballot shall be as determined by the person presiding over the meeting.

**Enclosure 8.**

Article 44. Resolution of a meeting of shareholders shall consist of the vote as follows:

- (1) In general agenda, a majority of votes of the shareholders present and vote at the meeting. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) In any of the following agendas, votes of not less than three-fourths (3/4) of the total votes of shareholders presenting at the meeting and having rights to vote:
 - (a) Selling or transferring business of the company, in whole or in substantial part, to any other person;
 - (b) Purchasing or taking a transfer of business of any other company or a private company to be owned by the company;
 - (c) Concluding, modifying, or terminating any contract concerning granting of a lease of the company's business in whole or in substantial part, entrusting of any other person to manage the business of the company, or an amalgamation of business with any other person with a purpose to share profits and loss;
 - (d) Amending the company's Memorandum of Association or Articles of Association;
 - (e) Increasing and decreasing the registered capital of the company and issuing the debentures;
 - (f) Amalgamating and dissolving of the company

5. Agenda

Article 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.

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.

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

**Enclosure 8.**

meeting and the board of directors shall send the notice 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 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.

Article 45. The business to be transacted at the annual general meeting is as follows:

- (1) To acknowledge report of the Board of Director relating to the company's performance in the past year;
- (2) To consider and approve balance sheet and profit and loss statement as of the end of the company's accounting year;
- (3) To consider and approve allocation of profit and dividend payment;
- (4) To consider and approve appointment of directors in replacement of the directors who retire by rotation and determination of the directors' remunerations;
- (5) To consider and approve appointment of the auditor and determination of audit fee; and
- (6) To consider other matters.



Enclosure 9.

Enclosure No. 9



Proxy in Form A, B and C



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ก.
(Proxy Form A.)

หนังสือมอบฉันทะ (แบบ ก.)

Proxy (Form A.)

เขียนที่ _____

Written at

วันที่ เดือน พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We _____ nationality

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____

Residing/Located at No. _____ Road _____ Tambol/Sub-district _____

อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

Amphur/District _____ Province _____ Postal Code _____

(2) เป็นผู้ถือหุ้นของ บริษัท เวล เกรด เอ็นจิเนียริง จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Well Graded Engineering Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ share(s) and having the right to vote equals to _____ vote(s) as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share(s) _____ share(s) and having the right to vote equals to _____ vote(s)

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7.)

Hereby appoint to (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the Enclosure no. 7)

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Sub-district _____ Amphur/District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province _____ Postal Code _____ or

2. ชื่อ ดร.ทักษันท์ กังวานตระกุล อายุ 54 ปี อยู่บ้านเลขที่ 98/75 หมู่ที่ 5

Name Dr. Tachanun Kangwantrakool age 54 years, residing at 98/75 Village No.5

ถนน - ตำบล/แขวง บางคูเวียง อำเภอ/เขต บางกรวย

Road - Tambol/Sub-district Bang Khu Wiang Amphur/District Bang Kruai

จังหวัด นนทบุรี รหัสไปรษณีย์ 11130 หรือ

Province Nonthaburi Postal Code 11130 or

3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Sub-district _____ Amphur/District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province _____ Postal Code _____ or



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ก.
(Proxy Form A.)

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 13.30 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยจะดำเนินการถ่ายทอดสดจาก สำนักงานของบริษัท เลขที่ 50/1203 หมู่ที่ 9 ตำบลบางพูด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders of 2024 on April 30, 2024 at 13.30 hrs. through an electronic platform (E-AGM), from the meeting room of the Company, No. 50/1203 Moo. 9, Bangpood Sub-District, Pakkret District, Nontaburi Province 11120, or on such other date and at such other place as may be adjourned or changed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ ให้ถือ เสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy at the meeting shall be deemed to be the actions performed by myself/ourselves in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies to vote separately.



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

(เปิดอาคารแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เขียนที่ _____

Written at

วันที่ เดือน พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

nationality

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล / แขวง _____

Residing/Located at No.

Road

Tambol/Sub-district

อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

Amphur/District

Province

Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เวล เกรด เอ็นจิเนียริง จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Well Graded Engineering Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ share(s) and having the right to vote equals to _____ vote(s) as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share(s) _____ share(s) and having the right to vote equals to _____ vote(s)

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7.)

Hereby appoint to (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the Enclosure no. 7)

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Sub-district _____ Amphur/District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province _____ Postal Code _____ or

2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Sub-district _____ Amphur/District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Province _____ Postal Code _____ or

หรือมอบฉันทะให้กรรมการอิสระ

Or appoint the independent director of the Company

1. ชื่อ ดร. ทักษิณท์ กังวานตรกูล อายุ 54 ปี อยู่บ้านเลขที่ 98/75 หมู่ที่ 5
Name Dr. Tachanun Kangwantrakool age 54 years, residing at 98/75 Village No.5

ถนน - ตำบล/แขวง บางคูเวียง อำเภอ/เขต บางกรวย

Road - Tambol/Sub-district Bang Khu Wiang Amphur/District Bang Kruai

จังหวัด นนทบุรี รหัสไปรษณีย์ 11130 หรือ

Province Nonthaburi Postal Code 11130 or



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 13.30 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยจะดำเนินการถ่ายทอดสดจาก สำนักงานของบริษัท เลขที่ 50/1203 หมู่ที่ 9 ตำบลบางพูด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders of 2024 on April 30, 2024 at 13.30 hrs. through an electronic platform (E-AGM), from the meeting room of the Company, No. 50/1203 Moo. 9, Bangphood Sub-District, Pakkret District, Nontaburi Province 11120, or on such other date and at such other place as may be adjourned or changed.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We hereby appoint the proxy to vote for me / us in this meeting as follows:

วาระที่ 1 พิจารณารับทราบผลรายงานผลการดำเนินงานประจำปี 2566

Agenda 1 To acknowledge the Company's operating performance for 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณานุมัติงบการเงิน ประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 2 To approve the audited financial statements for the fiscal year ended December 31, 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงดการจ่ายกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2566

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 4 To appoint directors to replace those due to complete their terms

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

- การแต่งตั้งกรรมการทั้งหมด

To appoint all directors.

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้

To appoint each director individually as follows:

4.1 ผศ.ดร. วิกรม จารุพงศา (Asst.Prof. Wikrom Jaruphongsra, Ph.D.)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4.2 นายเกรียงศักดิ์ บัวนุ้ม (Mr. Kraingsak Buanoom)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4.3 นายเกรียงไกร บัวนุ้ม (Mr. Kriangkrai Buanoom)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2567

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติขยายระยะเวลาการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท แบบมอบอำนาจทั่วไป (General Mandate)

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other business (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agendas which are not specified in this proxy shall be considered as invalid and not my voting as a shareholder.



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agendas or unclearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendments or additions of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business undertaken by the proxy at the meeting, except where the proxy does not vote as I/we specify herein, shall be deemed as having been undertaken by myself / ourselves in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/ Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/ Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งเป็นรายบุคคล

In the agenda for election of directors, directors may be elected as a whole or individually.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ ข. ตามแนบ

In case that any further agendas apart from specified above brought into consideration in the meeting, the proxy can state other agenda by using the Supplemental Proxy Form B. as attached.



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

ใบประจำต่อแนบหนังสือมอบฉันทะ แบบ ข. Supplement to the Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เวล เกรด เอ็นจิเนียริ่ง จำกัด (มหาชน)

Appointment of a proxy by the shareholder of Well Graded Engineering Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 13.30 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยจะดำเนินการถ่ายทอดสดจาก สำนักงานของบริษัท เลขที่ 50/1203 หมู่ที่ 9 ตำบลบางพูด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders of 2024 on April 30, 2024 at 13.30 hrs. through an electronic platform (E-AGM), from the meeting room of the Company, No. 50/1203 Moo. 9, Bangphood Sub-District, Pakkret District, Nontaburi Province 11120, or on such other date and at such other place as may be adjourned or changed.

วาระที่.....เรื่อง.....

Agenda No.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To authorise the proxy to vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To authorise the proxy to vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To authorise the proxy to vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ข.
(Proxy Form B.)

วาระที่.....เรื่อง.....

Agenda No..... Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To authorise the proxy to vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่.....เรื่อง.....

Agenda No..... Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To authorise the proxy to vote according to my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่..... เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Subject: Election of Directors (Continued)

ชื่อกรรมการ / Name of director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ / Name of director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ / Name of director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ / Name of director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ / Name of director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ / Name of director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.

(Proxy Form C.)

สำหรับกรณีผู้ถือหุ้น เป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น

For foreign shareholders who have custodians in Thailand only

(เปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

หนังสือมอบฉันทะ (แบบ ค.)

Proxy (Form C.)

เขียนที่ _____

Written at

วันที่ เดือน พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We

nationality

สำนักงานตั้งอยู่เลขที่ _____ ถนน _____ ตำบล / แขวง _____

The register's office

Road

Tambol/Sub-district

อำเภอ / เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____

Amphur/District

Province

Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

as being the custodian of

เป็นผู้ถือหุ้นของ บริษัท เวล เกรด เอ็นจิเนียริง จำกัด (มหาชน) (“บริษัท”)

being a shareholder of Well Graded Engineering Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ share(s) and having the right to vote equals to _____ vote(s) as follows:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share(s) _____ share(s) and having the right to vote equals to _____ vote(s)

(2) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 7.)

Hereby appoint to (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the Enclosure no. 7)

1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Sub-district _____ Amphur/District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or _____

Province _____ Postal Code _____ or _____

2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Sub-district _____ Amphur/District _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or _____

Province _____ Postal Code _____ or _____



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.

(Proxy Form C.)

หรือมอบฉันทะให้กรรมการอิสระ

Or appoint the independent director of the Company

1. ชื่อ ดร.ทักษันท์ กังวานตระกุล อายุ 54 ปี อยู่บ้านเลขที่ 98/75 หมู่ที่ 5
Name Dr. Tachanun Kangwantrakool age 54 years, residing at 98/75 Village No.5
ถนน - ตำบล/แขวง บางคูเวียง อำเภอ/เขต บางกรวย
Road - Tambol/Sub-district Bang Khu Wiang Amphur/District Bang Kruai
จังหวัด นนทบุรี รหัสไปรษณีย์ 11130 หรือ
Province Nonthaburi Postal Code 11130 or

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 13.30 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยจะดำเนินการถ่ายทอดสดจาก สำนักงานของบริษัท เลขที่ 50/1203 หมู่ที่ 9 ตำบลบางพูด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น ด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of the Annual General Meeting of Shareholders of 2024 on April 30, 2024 at 13.30 hrs. through an electronic platform (E-AGM), from the meeting room of the Company, No. 50/1203 Moo. 9, Bangphood Sub-District, Pakkret District, Nonthaburi Province 11120, or on such other date and at such other place as may be adjourned or changed.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี ดังนี้

I / We hereby appoint the proxy to vote on my/our behalf at the meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote
- มอบฉันทะบางส่วน
Grant partial shares of
- หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share(s) share(s) and having the right to vote equals to vote(s)
- หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share(s) share(s) and having the right to vote equals to vote(s)
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง
The total number of voting right is _____ vote(s)

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We hereby appoint the proxy to vote for me / us in this meeting as follows:



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.
(Proxy Form C.)

วาระที่ 1 พิจารณารับทราบผลรายงานผลการดำเนินงานประจำปี 2566

Agenda 1 To acknowledge the Company's operating performance for 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณานุมัติงบการเงิน ประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 2 To approve the audited financial statements for the fiscal year ended December 31, 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณานุมัติงดการจ่ายกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 4 To appoint directors to replace those due to complete their terms

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.
(Proxy Form C.)

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

การแต่งตั้งกรรมการทั้งชุด

To appoint all directors.

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้

To appoint each director individually as follows:

4.1 ผศ.ดร. วิกรม จารุพงศา (Asst.Prof. Wikrom Jaruphongs, Ph.D.)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

4.2 นายเกรียงศักดิ์ บัวนุ่ม (Mr. Kraingsak Buanoom)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes
Approve Disapprove Abstain

4.3 นายเกรียงไกร บัวนุ่ม (Mr. Kriangkrai Buanoom)

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณามติการกำหนดค่าตอบแทนกรรมการบริษัทและกรรมการชุดย่อย ประจำปี 2567

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.
(Proxy Form C.)

วาระที่ 7 พิจารณานุมัติขยายระยะเวลาการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท แบบมอบอำนาจทั่วไป (General Mandate)
Agenda 7 To Approve the Extension of the Allotment of the newly Issued Ordinary Shares under General Mandate

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Disapprove votes | Abstain votes |

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 8 To consider other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย _____ เสียง | <input type="checkbox"/> ไม่เห็นด้วย _____ เสียง | <input type="checkbox"/> งดออกเสียง _____ เสียง |
| Approve votes | Disapprove votes | Abstain votes |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy holder in any agendas which are not specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agendas or unclearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendments or additions of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.
(Proxy Form C.)

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business undertaken by the proxy at the meeting, except where the proxy does not vote as I/we specify herein, shall be deemed as having been undertaken by myself / ourselves in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/ Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ/ Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C. shall be used only in case of shareholder whose names are shown in the register as foreign investors and he/she appointed a custodian in Thailand to be a share depository and keeper .

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Evidence required to be attached to the Proxy Form includes:

- (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf;
- (2) Confirmation letter indicating that the person signing the Proxy Form on his/her behalf is permitted to operate the business of custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda for election of directors, directors may be elected as a whole or individually.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ ตามแบบ ค. ตามแนบ

In case that any further agendas apart from specified above brought into consideration in the meeting, the proxy can state other agenda by using the Supplemental Proxy Form C. as attached.



ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.
(Proxy Form C.)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Supplement to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เวล เกรด เอ็นจิเนียริง จำกัด (มหาชน) (“บริษัท”)

The appointment of proxy by the shareholder of Well Graded Engineering Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 30 เมษายน 2567 เวลา 13.30 น. ด้วยวิธีการผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยจะดำเนินการถ่ายทอดสดจาก สำนักงานของบริษัท เลขที่ 50/1203 หมู่ที่ 9 ตำบลบางพูด อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders of 2024 on April 30, 2024 at 13.30 hrs. through an electronic platform (E-AGM), from the meeting room of the Company, No. 50/1203 Moo. 9, Bangphood Sub-District, Pakkret District, Nontaburi Province 11120, or on such other date and at such other place as may be adjourned or changed.

วาระที่.....เรื่อง.....

Agenda No.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To authorise the proxy to vote according to my/our intention as follows:

เห็นด้วย/Approve.....เสียง/votes ไม่เห็นด้วย/Disapprove.....เสียง/votes งดออกเสียง/ Abstain.....เสียง/votes

วาระที่.....เรื่อง.....

Agenda No.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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To authorise the proxy to vote according to my/our intention as follows:

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วาระที่.....เรื่อง.....

Agenda No.....Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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ส่งที่ส่งมาด้วย 9. (Enclosure 9.)

หนังสือมอบฉันทะ แบบ ค.
(Proxy Form C.)

วาระที่.....เรื่อง.....

Agenda No..... Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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วาระที่.....เรื่อง.....

Agenda No..... Subject:.....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

To authorise the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

To authorise the proxy to vote according to my/our intention as follows:

เห็นด้วย/Approve.....เสียง/votes ไม่เห็นด้วย/Disapprove.....เสียง/votes งดออกเสียง/ Abstain.....เสียง/votes

วาระที่..... เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda Subject: Election of Directors

ชื่อกรรมการ / Name of director

เห็นด้วย/Approve.....เสียง/votes ไม่เห็นด้วย/Disapprove.....เสียง/votes งดออกเสียง/ Abstain.....เสียง/votes

ชื่อกรรมการ / Name of director

เห็นด้วย/Approve.....เสียง/votes ไม่เห็นด้วย/Disapprove.....เสียง/votes งดออกเสียง/ Abstain.....เสียง/votes

ชื่อกรรมการ / Name of director

เห็นด้วย/Approve.....เสียง/votes ไม่เห็นด้วย/Disapprove.....เสียง/votes งดออกเสียง/ Abstain.....เสียง/votes

ชื่อกรรมการ / Name of director

เห็นด้วย/Approve.....เสียง/votes ไม่เห็นด้วย/Disapprove.....เสียง/votes งดออกเสียง/ Abstain.....เสียง/votes

ชื่อกรรมการ / Name of director

เห็นด้วย/Approve.....เสียง/votes ไม่เห็นด้วย/Disapprove.....เสียง/votes งดออกเสียง/ Abstain.....เสียง/votes

ชื่อกรรมการ / Name of director



Enclosure 10.

Enclosure No. 10



Manual for the Electronic Annual General Meeting of Shareholders (E-AGM)

User Manual

e-Shareholder Meeting System



Contents

1 Preparation for DAP e-Shareholder Meeting

2 Steps of e-Registration

3 Steps of joining the e-Meeting

4 e-Question and e-Voting functions

5 Resetting password

1 Preparation for DAP e-Shareholder Meeting

For registration, please prepare an electronic device with a camera.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome
(recommended)



Safari



Edge

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person certificate



ID Card

or



Passport

Preparation for DAP e-Shareholder Meeting

e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to another person (B)

Proxy to independent director (B)



**DAP
e-Shareholder
Meeting**

Register by sending documents to the company*

1



For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

2



The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

* Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

2 Steps of e-Registration

Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1 Click “New registration”

DAP E-Shareholder Meeting

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email
Email

Password
Password

[Forgot password](#)

Login

or

New registration

[Investor Registration Manual](#)

Recommended Browser: Chrome

2 Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click “OK”

ข้อตกลงและเงื่อนไขในการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

ข้อตกลงและเงื่อนไขในการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting

ผู้ถือหุ้นที่ยอมรับและเห็นด้วยกับเงื่อนไขการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting ตามที่แนบมาและปฏิบัติตามเงื่อนไขการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting ดังต่อไปนี้

- ผู้ถือหุ้นที่ยอมรับและเห็นด้วยกับเงื่อนไขการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting ดังต่อไปนี้
- ผู้ถือหุ้นที่ยอมรับและเห็นด้วยกับเงื่อนไขการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting ดังต่อไปนี้
- ผู้ถือหุ้นที่ยอมรับและเห็นด้วยกับเงื่อนไขการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting ดังต่อไปนี้

เมื่อใช้งานระบบ DAP e-Shareholder Meeting มีการใช้เทคโนโลยีเพื่อช่วยพิสูจน์ตัวตนของผู้ถือหุ้ก่อนการอนุมัติ (Approve) ให้เข้าร่วมประชุมผ่านระบบ DAP e-Shareholder Meeting เช่น มีการใช้ข้อมูลภาพใบหน้าต้องเทคโนโลยีตรวจสอบและจดจำใบหน้า (Face Recognition) ซึ่งข้อมูลดังกล่าวเป็นข้อมูลส่วนบุคคลที่มีความอ่อนไหวและมีความจำเป็นหรือที่เกี่ยวข้องกับการจัดการประชุมที่ผู้จัดประชุมได้จัดขึ้น

ผู้ถือหุ้นยินยอมให้ผู้จัดประชุมเก็บรวบรวม ใช้ และเปิดเผยข้อมูลส่วนบุคคลที่มีความอ่อนไหวของผู้ถือหุ้น เพื่อวัตถุประสงค์ในการจัดการประชุมที่ผู้จัดประชุมได้จัดขึ้น

หากผู้ถือหุ้นได้อ่านและตกลงผูกพันตามข้อตกลงและเงื่อนไขในการเข้าร่วมผู้ถือหุ้นผ่านระบบ DAP e-Shareholder Meeting รวมถึงการให้ความยินยอมเกี่ยวกับข้อมูลส่วนบุคคลที่มีความอ่อนไหวตามที่ระบุไว้ข้างต้นนี้แล้ว โปรดกดปุ่ม "ตกลง" ด้านล่างเพื่อดำเนินการต่อไป

ยกเลิก **ตกลง**

2.1 Attend the meeting in person – Individual person with the ID Card



1 Choose a registration form

Attend in person Proxy

2 Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

3 Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

4 Enter OTP

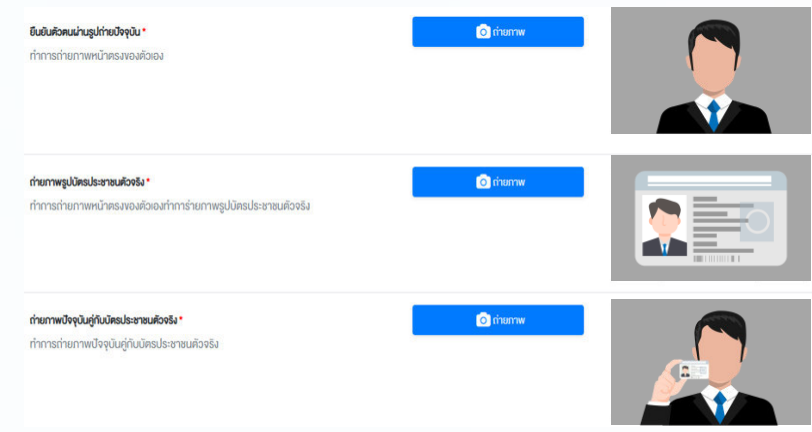
OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

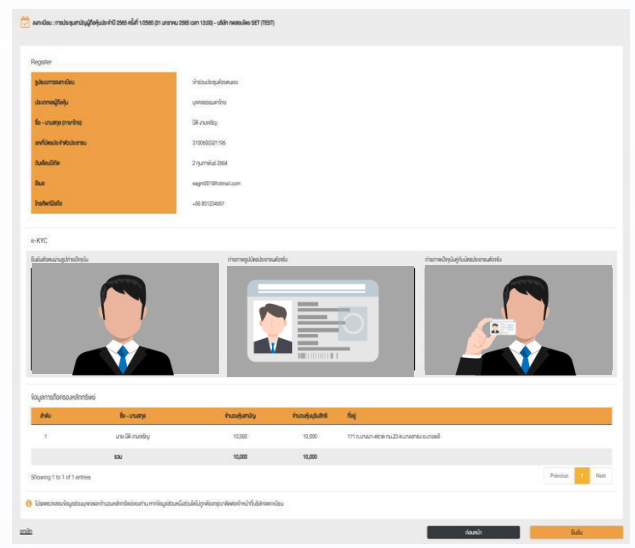
Enter OTP and click “Next”

5 Take pictures of yourself

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:
 Picture 1 : Picture of yourself
 Picture 2 : Picture of your ID card
 Picture 3 : Picture of yourself holding the ID card



6 Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential. Your login account should never be disclosed to others.

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

1 Choose a registration form

2 Specify the type of shareholder

3 Fill out personal information

Attend in person Proxy

Thai person Foreign person / Person without the ID card Juristic person

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

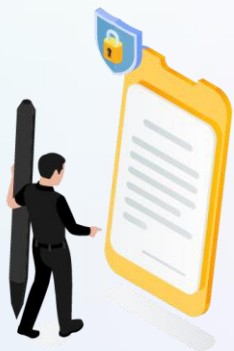
Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth (optional)
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number or Special characters

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”



4 Enter OTP



OTP will be sent to the mobile phone number and email you have entered.

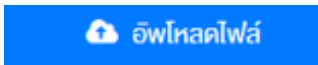
(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click “Next”

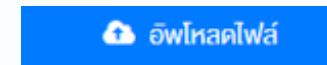
5 Take a picture of yourself / Attach files



Take a picture of yourself and upload attachments as specified in the invitation letter

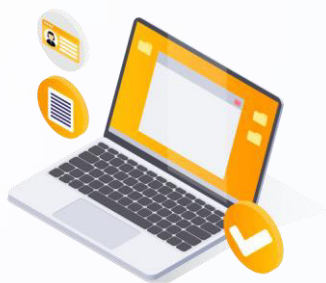


Upload attachments as specified in the invitation letter



6 Review registration and securities holding information

Please keep your username and password confidential. Your login account should never be disclosed to others.



Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

2.3 Proxy to another person (A)



1 Choose a registration form

Attend in person Proxy

2 Fill out the information of the shareholder who appoints a proxy and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

3 Specify the type of proxy

Proxy to another person (A) Proxy to independent director (B)

4 Fill out proxies information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

 อีพ็อคไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

[Proxy form A can be downloaded at](#)

 เอกสารใบมอบฉันทะ ก.

Click “Next”

5 Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.
Proxies will have to reset a new password before logging in to DAP e-Shareholder Meeting



2.4 Proxy to another person (B)



1 Choose a registration form

Attend in person Proxy

2 Fill out the information of the shareholder who appoints a proxy and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card (optional)
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

- Enter OTP

3 Specify the type of proxy

Proxy to another person (B) Proxy to independent directors (B)

4 Fill out proxies information

Proxy to another person (B)

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number

Proxy to another person (B)

- Independent Director's name

5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree Disagree Abstain


Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree Disagree Abstain

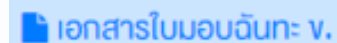
The shareholder who appoints a proxy cast a vote in advance for all agenda. There are 3 voting options:

- Agree
- Disagree
- Abstain



The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at



Click “Next”

6

Review registration and securities holding information



Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3 Steps of joining the e-Meeting



1

<https://portal.eservice.setgroup.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company

Click the meeting link in the email received from the system.

2

Login

Email

Password

[Forgot password](#)

Enter Username (email address that you have registered) and Password

3

Meeting list

Company Name Meeting Type Status Year Search Cancel

Company Name Meeting Type Status Year

Annual General Meeting of Shareholder for the year 2022 No. 1/2022 Meeting

บริษัท กสอ.ไทย SET

19 July 2022 AGM Online Join Meeting

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click “Join Meeting” on the meeting you wish to join

4

Meeting list [Join Meeting](#)

Meeting information | Agenda | Q&A | Summary voting results

Meeting information

Company Name US&n n&ou&ou SET
Company Symbol TEST
Meeting Name Annual General Meeting of Shareholder for the year 2022 No. 1/2022
Meeting Type AGM
Meeting Location via electronic meeting (E-AGM) at 3:00 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	n&ou n&ou&ou&ou	1,000	1,000	23/28 n&u 5 n&ou&n&ou&n&ou n&ou&ou&ou n&ou&ou&ou
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting” [Join Meeting](#)
- Agree to the terms and conditions of service by marking and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP



3 Steps of joining the e-Meeting

Meeting Room

Open WebEx Leave Meeting

DAP e-Shareholder Meeting

1

Unmute Start video Start Sharing

3 4

Send Question or Vote Submit Vote Send Question

Agenda

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
- Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
- Agenda No 4.2 To consider and approve the audit fee for the year 2022

Description

- Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
- Current agenda will be indicated by star icon and yellow bar
- e-Voting functions: voting can be casted only within appointed time frame
- e-Question functions: queueing your questions for both current and upcoming agenda
- Your questions submitted in the meeting
- Voting results: It will be only shown after the company has announced results for each agenda

Q&A 5 Summary voting results 6

Q&A

⊕ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021
Remark : Completed
06 February 2022 14:09 Delete

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดผลออก
Remark : ยกยอดไปตอบในวาระที่ 3 Completed
06 February 2022 14:09 Delete

4 e-Question and e-Voting functions



e-Question functions

DAP e-Shareholder Meeting

Agenda

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year: 2020
- To consider and approve the appointment of Directors for replacement of those who retired.
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Mr. A
Mr. B

Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Submit Vote Send Question

During the meeting, shareholders can submit questions in advance:

1. Click “Submit Vote” **Send Question**
2. Vote within the period of time given for both your vote rights and proxy’s (if any)
Click “Submit Vote” **Send Question**

Send Question

Agenda *

Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Questioner *

สมานัญญา สิทธิโชค (ผู้ถือหุ้น)

Question (Optional)

1/1000

Close Send Question

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

4 e-Question and e-Voting functions

e-Voting functions



Submit Vote

Send Question

Submit Vote
×

Agenda
To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

Agree All
 Disagree All
 Abstain All

Shareholder: Mr. A Tester

Agree
 Disagree
 Abstain

1) Proxy: Mr. B Testerproxy

Agree
 Disagree
 Abstain

2) Proxy: Mr. C Testerproxy

Agree
 Disagree
 Abstain

Close

Submit Vote

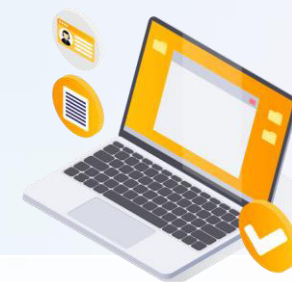
For each agenda, there are 3 voting options:

“Agree”, “Disagree” and “Abstain”

1. Click “Submit Vote”
2. Vote within the period of time given for both your vote rights and proxy’s (if any)
3. Click “Submit Vote” Submit Vote

Shareholders are able to vote only within given time frame.

4 e-Question and e-Voting functions



e-Voting functions

1

DAP E-Shareholder Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)

วาระที่ 2 พิจารณาอนุมัติงบการเงินและงบกำไรขาดทุนสุทธิประจำปี 2564 ณ วันที่ 31 ธันวาคม 2564
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงทั้งหมด (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.00%
ไม่เห็นด้วย (Disagree)	15,000	20.00%
งดออกเสียง (Abstained)	15,000	20.00%
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.00%

e-Summary

■ เห็นด้วย (Agree) 60%
■ ไม่เห็นด้วย (Disagree) 20%
■ งดออกเสียง (Abstained) 20%

การพิจารณา: การลงคะแนนเสียงไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นสามัญและไม่มีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:

2

Send Question or Vote Submit Vote Send Question

Q&A Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	🟢	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	🟢	
5	Mr. B	🟢	


🟢 Agenda has voting, Voting Result Summary

After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the icon

5 Resetting password



To retrieve your password, shareholders can reset password by clicking “**Forgot password**” button.



**DAP
E-Shareholder
Meeting**

TEST LISTED

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
10 February 2022 via electronic meeting (E-AGM) at 3.00 PM

Login

Email

Password

Forgot password

Login

or

[Investor Registration Manual](#)
Recommended Browser: Chrome

1 Reset password via email


ลืมรหัสผ่าน

อีเมล *

กรุณากรอกอีเมลที่ลงทะเบียนไว้

รีเซ็ตรหัสผ่านคือหมายเลขโทรศัพท์มือถือ

Enter your registered email



ส่งอีเมลสำเร็จ

กรุณาตรวจสอบอีเมลของท่านเพื่อทำการรีเซ็ตรหัสผ่านใหม่

Check your inbox

รีเซ็ตรหัสผ่าน

อีเมล

รหัสผ่าน

ยืนยันรหัสผ่าน

Set new password

5 Resetting password



2 Reset password via mobile phone number

Click the link to reset password
via mobile phone

Forgot password ×

Email *

Email

Please enter the registered email address

[Password reset with mobile number](#)

Close Submit

Enter your mobile phone number

Forgot password ×

Mobile number *

Mobile number

Please enter the registered mobile address

[Password reset with email](#)

Close Submit

Request for OTP and enter OTP

Please fill 6 digits to confirm

Reference Code : FBJMFV

[Resend OTP \(01:22\)](#)

Set new password

Reset password

Password

Confirm password

Submit



To download user manual



shareholders could study more information at:

<https://www.set.or.th/e-shareholder-meeting>



Or scan the following QR Code:





Enclosure 11.

Enclosure No. 11



**Registration Form for attending the Electronic Annual
General Meeting**

**Enclosure 11.****Registration Form for attending the Electronic Annual General Meeting**

Written at

DateMonth Year.....

I Nationality..... Address No
 Road Sub-district District
 Province Postal code Cell phone
 Shareholder registration number as a
 shareholder of Well Graded Engineering Public Limited Company ("The Company") holding a total
 number of shares

I hereby confirm that I will attend the meeting and cast my votes at the Annual General Meeting of
 Shareholders on April 30, 2024 at 13.30. hrs. which will be held through Electronic Media (E-AGM), by;

Attending the E-AGM by myself and wishing to use other documents such as other official cards/
 passport for identity verification, please send me a username and password, together with the Weblink
 for attending the E-AGM to my e-mail at Mobile phone.....

Appointing Mr./Ms. as a proxy to attend the E-AGM. Please
 send a username and password, together with the Weblink for attending the E-AGM to his/her
 email at Mobile phone

Sign shareholder

(.....)

Sign Proxy

(.....)

Remark : Shareholders can send this "Registration form for attending the E-AGM" which has been completely filled out, and
 attached identification document (Enclosure 5.) for inspection of the E-AGM attending right, to the Company by **April 29, 2024**
 via the following channels:

- **Email :** Secretary@wge.in.th or

- **Post :**

Company Secretary

Well Graded Engineering Public Limited Company

No. 50/1203 Moo. 9, Bangphood Sub-District, Pakkret District, Nontaburi Province 11120



Enclosure 12.

Enclosure No. 12



Procedures for sending any query in advance for the Electronic Annual General Meeting of Shareholders (E-AGM)

**Enclosure 12.****Procedures for sending any query in advance**

The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board in advance via the following channels:

1. Shareholder who wishes to raise any query or comment should provide his/her information:
 - Name, address, telephone number, facsimile number or e-mail with which the Company can contact;
 - Query raised or comment proposed with documents or accompanying information (if any).
2. Channels:
 - E-mail: Secretary@wge.in.th
3. Time to send query or comment
 - The Company requests that any query and/or comment may be sent now until April 23, 2024
4. Company Secretary will gather all query and/or comment for consideration by Chief Executive Officer and related Executives in order to answer the query and/or comment to shareholders on the meeting date.



Enclosure 13.

Enclosure No. 13



**Requisition Form for The Annual Report 2023
(Form 56-1 One Report) in a hard copy**



Enclosure 13.

Requisition Form for The 2023 (Form 56-1 One Report) in a hard copy

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

I..... Nationality..... Address No.....
Road..... Sub-district..... District.....
Province..... Postal code..... E-mail

Cell phone.....Shareholder registration number..... as a
shareholder of **Well Graded Engineering Public Limited Company** holding a total number
of shares

I want to receive the 2023 Form 56-1 One Report hard copy, please send the Company's
2023 hard copy Annual Report as below version to me as above address;

Thai version

Sign Shareholder
(.....)

Remark : The shareholder can send this "Requisition Form for The 2023 Form 56-1 One Report" which has been completely filled out, to the Company via the following channels Email : Secretary@wge.in.th