



(Translation)

WIN.BO. 010/03/2023

March 21, 2023

- Subject : Invitation to the Annual General Meeting of Shareholders year 2023
- To: Shareholders of the Wyncoast Industrial Park Public Company Limited
- Enclosure:
1. 56-1 One Report 2022 and financial statements year ended as of December 31, 2022 via QR code
 2. Copied minutes of Annual General Meeting of Shareholders year 2022 dated April 28, 2022
 3. Names and brief bio-data of directors due to rotation and proposed to be re-appointed
 4. Company's regulations regarding the Meeting of Shareholders
 5. Conditions, registration process, proxy granting and voting process
 6. Proxy (form B) and personal data of the independent director being proposed as a proxy holder
 7. QR Code downloading procedures for the document of Annual General Meeting of Shareholders 2023
 8. Map of meeting venue
 9. Transportation service reply form for AGM year 2023

The Board of Directors of Wyncoast Industrial Park Public Company Limited (the Company) has resolved the Annual General Meeting of Shareholders year 2023 be held on Thursday April 27, 2023, 14.00 hours at Meeting Room, 3rd floor, Wyncoast Industrial Park Public Company Limited, no. 105 Moo 3, Bangna Trad Road, Km. 52, Thakham, Bangpakong, Chachoengsao, 24130 to consider the following agendas:

Agenda 1 To consider and approved the minutes of the Annual General Meeting of Shareholders year 2022

Board of Director's Opinion : The Company's Board of Director has the opinion that the shareholders should approve and certify the minutes of Annual General Meeting of Shareholders 2022, held on April 28, 2022 and copied of the minutes of mentioned meeting is attached herewith as Enclosure no.1 attached to this Meeting's invitation letter.

The amount of vote to approve: The majority vote of total attendance's votes.

Agenda 2 To acknowledge the operating result of the Company's in year 2022

Board of Director's Opinion : The Company's Board of Director has the opinion that the matter should be notified to the shareholders. Report of the Company's year 2022 operating result appears in the Annual Report year 2022 (One Report 56-1) as Enclosure no. 2 attached to this meeting's invitation letter.

The amount of vote to approve : This Agenda is not required voting due to an acknowledged Agenda.

Agenda 3 To consider and approve Balance Sheet and Profit and Loss Statement of the Company for the accounting period ending December 31, 2022

Audit and Risk Management Committee's Opinion : Audit and Risk Management Committee has the opinion that the financial statement has been correctly reported the financial status and Company's performance including the completed disclosure in accordance with the accounting's standard by auditor upon unconditional report. The auditor has reported with in time and enough disclosure information for the benefit of shareholders, investors or others to use for consideration for investment.

Board of Director's' Opinion : The Board of Director has the opinion that the Shareholders should approve the Company's Balance Sheet and Profit and Loss Statements for the accounting period ending December 31, 2022 as audited by the Company's auditor, CWWP Company Limited, and approved by the Company's

Audit Committee and Board of Director as Enclosure no.2 (“Financial Statement” section) attached to this meeting’s invitation letter.

The amount of vote to approve: The majority vote of total attendance’s votes.

Agenda 4 To consider and approve not to allocate of net profit as legal reserve

Board of Director’s Opinion : Due to the Company and subsidiary company has posted net loss of Baht 18.73 million as December 31, 2022, the allocation of net profit as legal reserve cannot be made by the Company. In accordance with Articles 45 of the Company’s Articles of Association and Sections 116 of the Public Limited Company Act B.E. 2535 (as amended in B.E. 2544), the Company’s Board of Directors has the opinion that the shareholders should approve the said not allocation of net profit as legal reserve.

The amount of vote to approve: The majority vote of total attendance’s votes.

Agenda 5 To consider and approved not to pay dividend from operating income year 2022

Board of Director’s Opinion : The Company’s Board of Director has the opinion that the shareholders should approve not to pay the dividend for year 2022 since the Company has accumulated loss of Baht 359.60 million as of December 31, 2022. In accordance with Article 44 of the Company’s Articles of Association and Sections 115 of the Public Limited Company Act B.E. 2535 (as amended in B.E. 2544), the annual dividend payment cannot be made by the Company.

The Company’s dividend payment policy states at approximately 30 percent of the consolidated financial statement’s net profit after deducting the revenue tax, however, the dividend payment shall not over its accumulated profit of separate financial statement. As the separate financial statement has accumulated loss, the dividend payment shall not be considered. Therefore, the Company shall follow the Public Limited Company ACT and consider to the Company’s liquidity for ability to pay dividend without significant impact. Moreover, the subsidiary

company's dividend payment policy shall be concern with the overall economic and performance.

The amount of vote to approve: The majority vote of total attendance's votes.

Agenda 6 To consider and approve the selection and appointment of new Directors in place of the Directors resigning by rotation

Nomination, Remuneration and Corporate Governance Committee's Opinion

: As this Annual General Meeting of Shareholders year 2023, there are 3 directors due to the retired directors by rotation in accordance with Article 19 of the Company's Articles of Association and the Public Limited Company Act B.E. 2535, namely as below;

- 1) Mr. Jak Chamikorn position as Director
- 2) Ms. Koranun Sukonritikorn position as Director
- 3) Mr. Dussadee Sinchirmsiri position as Independent Director

The Board of Nomination, Remuneration and Corporate Governance Committee has prudently considered and scrutinized that such three directors have all requirements in Sections 68 of the Public Limited Company Act B.E. 2535 (including education background, ages, skills and working experiences in related work-field with the Company and diversified professional as could utilize the benefit and develop the Company) and are adept and competent for Company's benefit. Therefore, Board of Nomination, Remuneration and Corporate Governance Committee has agreed and proposed to the Annual General Meeting of Shareholders to consider the substitution for the retired directors following;

- 1) Mr. Jak Chamikorn (re-appointed as Director for another term)
- 2) Ms. Koranun Sukonritikorn (re-appointed as Director for another term)
- 3) Mr. Dussadee Sinchirmsiri (re-appointed as Independent Director for another term)

Board of Director's Opinion: The Company's Board of Director has truly considered and scrutinized in order to convince that all three re-appointed directors have all requirements in Sections 68 of the Public Limited Company Act B.E. 2535, and qualified for Company's benefit. However, Mr. Dussadee Sinjermisiri

as Independent Director (duration of his current position's holding includes the duration of completing this rotation is 12 years), since his full knowledge and experience which could be usefully comment and independent opinion to the Company in accordance with the rule and regulation that related to the Independent Director's definition, therefore, the Board of Director has agreed to propose Mr. Dussadee Sinchirmsiri to re-appoint as Independent Director once again.

Regarding the Annual General Meeting of Shareholders year 2023, the Company would like to inform that the Company has announced through the Stock Exchange of Thailand and the Company's website www.wyncoast.com from December 1, 2022 till January 31, 2023 for opening right to shareholders to propose the agenda of the Annual General Meeting of Shareholders and propose the appropriated candidate for Director's selection for Board of Director to consider prior but there is none proposal for year 2023.

Accordingly, the Company's Board of Director has resolved to re-appoint the 3 retired directors to be the Company's Director and the category of director as follows;

List	Position
Mr. Jak Chamikorn	Chairman of the Board / Chief Executive Officer
Ms. Koranun Sukonritikorn	Director / Deputy Chief Executive Officer / Chief Financial and Accounting Officer
Mr. Dussadee Sinchirmsiri	Independent Director / Chairman of Audit and Risk Management Committee / Nomination, Remuneration and Corporate Governance Committee

The detail of bio data, time period of director, holding of shares, other position in other organization, the record of meeting attendant and bio data of proposed Independent Director including the rational and requirement to propose the independent director who holds the position more than 9 years as Enclosure no. 3 attached to this meeting's invitation letter.

The amount of vote to approve: The majority vote of total attendance's votes.

Agenda 7 The determination and approve the allocation of the Director's remuneration

Nomination, Remuneration and Corporate Governance Committee's Opinion

: The Committee has considered the remuneration of director by truly scrutinized with the appropriated circumstances subject to the business direction and Company's projection as well as comparison from others' remuneration in the same industry therefore has resolved the determination of remuneration of director not exceeding Baht 1,800,000 for year 20 2 3 which is equal to the approved amount in year 2022.

Board of Director's Opinion : The Company's Board of Director has scrutinized and complied the comparison measurement of the same industry including the size of business, growth rate and performance accordingly the determination of remuneration of director should resolve the remuneration of Board of Director year 2023 not exceeding Baht 1,800,000 which is equal to the approved amount in year 2022, consist of the monthly fee, meeting fee and other allowance as the Directors who are the Company's management/employee or shareholder has no right to receive monthly fee, meeting fee as a director or committee. It is considered and truly scrutinized with the appropriated circumstances including the prospect direction and Company's projection accordingly the total remuneration of year 2022 is Baht 1,075,000.

The Board of Directors Meeting No. 3/2023 on March 9, 2023, the Meeting approved the remuneration as follows;

1. Meeting allowance determines to pay for each meeting as follows;

Meeting	2023 Baht/per/time	2022 Baht/per/time
Board of Director Meeting		
- Chairman	12,500	12,000
- Director	6,500	6,000
Audit and Risk Management Committee Meeting		
- Chairman	8,000	8,000
- Committee	4,000	4,000
Nomination, Remuneration and Corporate Governance Committee Meeting		
- Chairman	8,000	8,000
- Committee	4,000	4,000

2. Monthly Remuneration

Monthly Remuneration	2023 Baht/per/month	2022 Baht/per/month
Chairman	12,000	12,000
Director	6,000	6,000

3. Extra Remuneration

- Extra Remuneration determines to pay annually by considering growth and performance of the business. As year 2023, it is determined to pay not exceed 30 percent of actual remuneration of year 2022 amount Baht 1,075,000 as following:

Extra Remuneration	2022 Baht/per	2021 Baht/per
Chairman	10,000	2,200
Director	5,000	1,100
Total	50,000	12,000

4. Other Remuneration

- None of other remuneration were paid for committees both in monetary form and non-monetary form by the Company.

Remuneration Comparison

Remuneration Summary	Actual	Approved by AGM
Year 2022	<p>1,075,000 Baht</p> <ul style="list-style-type: none"> - Remuneration of Director 593,000 Baht - Monthly Remuneration 432,000 Baht - Extra Remuneration 50,000 Baht - Other Remuneration -none 	1,800,000 Baht
Year 2021	<p>843,100 Baht</p> <ul style="list-style-type: none"> - Remuneration of Director 459,000 Baht - Monthly Remuneration 372,000 Baht - Extra Remuneration 12,100 Baht Other Remuneration none 	1,800,000 Baht

Summary of Meeting Attendance

Meeting	Year 2022	Year 2021
Board of Director	12	12
Audit and Risk Management Committee	7	6
Nomination , Remuneration and Corporate Governance Committee	3	3
Annual General Meeting of Shareholders	1	1

Summary of Meeting attendance (number of times / total) of directors in 2022

No	Name of Director	Position	Number of meeting attendance			
			Board of Directors	Audit Committee	Nomination Committee	AGM 2022
1	Mr. Jak Chamikorn	Chairman	12/12	-	-	1/1
2	Ms. Koranun Sukonritikorn	Director	12/12	-	-	1/1
3	Ms. Vinita Chamikorn	Director	10/12	-	-	1/1
4	Mrs. Krissana Prakobkandee	Director	12/12	-	-	1/1
5	Mr. Phatpong Limchaikul	Director	12/12	-	-	1/1
6	Dr. Chaiya Kudacal	Independent Director (appointed to be replaced the retired director upon AGM 2022)	11/12	-	-	-
7	Mr. Dussadee Sinchirmsiri	Independent Director/ Chairman of Audit Committee / Nomination Committee	12/12	7/7	3/3	1/1
8	Major General Surasak Sukkha	Independent Director/ Audit Committee / Nomination Committee	12/12	7/7	3/3	1/1
9	Dr. Chayo Trangadisaikul	Independent Director/ Audit Committee/ Nomination Committee	12/12	7/7	3/3	1/1

All the obligations of the Director and Committee are appeared on the Company's Annual Report 2022 (One Report 56-1) Section 2 Corporate Governance clause 7.2-7.3 page 116-125.

The amount of vote to approve : Vote shall not less than two third of the total attendance's votes.

Agenda 8 To consider and appoint the auditor and determine the remuneration of the auditor for the year 2023

Audit and Risk Management Committee’s Opinion : The Committee has considered to propose and approve to appoint auditor for the fiscal year 2023 as follow;

1. Ms. Wanya Phuttasatien the approved auditor No. 4387 or
2. Ms. Cholticha Lertwilai, the approved auditor No. 12258 or
3. Ms. Waraporn Phanpakdeenupong, the approved auditor No.12261

One of the above auditors from CWWP Company Limited as the auditor of Company and subsidiary company for year 2023. The Audit Committee has opinion that the auditor has independently opinion for its report without any other influence, contains ability and standard for providing the sufficient audit evidence in order to state the opinion in auditor’s report including the quality of working and well accepted auditor and the appropriated auditing fee which details the audit of the company and its subsidiaries year ending December 31, 2022 as following details:

Name	Audited	Year	Period
CWWP Company Limited	Company / Subsidiary company	2015-2022	8 years
Ms. Wanya Phuttasatien	Company	2015-2016	2 years
Ms.Waraporn Inntharaprasit	Company	2017-2022	6 years
	Subsidiary company	2016-2022	7 years

To determine the remuneration for year 2023 not exceeding Baht 2,454,000 per year which is Baht 350,000 higher than to the approved amount in year 2022, due to the auditor has evaluated in accordance with the Company and subsidiary company’s business plan, the remuneration of audit for year 2023 has been increased, respectively.

Board of Director’s Opinion : The Company’s Board of Director has the opinion that the Shareholder Meeting should appoint Ms. Wanya Phuttasatien, the approved auditor No. 4387 or Ms. Cholticha Lertwilai, the approved auditor No. 12258 or Ms. Waraporn Phanpakdeenupong, the approved auditor No. 12261 of CWWP Company Limited, one from the above list to be auditor for the fiscal year 2023 and to determine

the remuneration not exceeding Baht 2,454,000 per year for auditing the financial statement of the Company and subsidiary companies.

The Remuneration of Audit consists of

	<u>Year 2022</u>	<u>Year 2021</u>
Audit Fee (Baht)	2,104,000.00	2,594,000.00
Non-Audit Fee (Baht)	298,410.32	341,864.15

However, CWWP Company Limited has no relationship or conflict of interest to the Company/ subsidiary company/ management/ major shareholder or any related to the said person.

In addition, CWWP Company Limited and the above three approved auditors have been appointed to be audit and auditor of the subsidiary companies for year 2023 as well.

The amount of vote to approve: The majority vote of total attendance’s votes.

Agenda 9 Other matters (if any)

Board of Director’s Opinion To consider the other matters, there is no other matter to propose in the meeting since the Company has opened to shareholders to propose other matter through Company’s website www.wyncoast.com from December 1, 2022 to January 31, 2023 and there is none of such proposal.

According to the Public Limited Company Act B.E. 2535, Section 105 (as amended in B.E. 2544), which provides that the shareholders with the aggregate number shares of not less than 1/3 of all issued shares may request the meeting to consider matters other than those set out in the invitation letter to the meeting. As such, the Company’s Board of Directors deems it appropriate to include this Agenda to allow the shareholders who wish to propose matters other than those determined by the Board of Directors to this meeting.

In this regard, the Company has the Record Date, to determine the right to participate in the 2023 Annual General Meeting of Shareholders on March 23, 2023.

The shareholders are hereby invited to attend the said Annual General Meeting of Shareholders 2023 on the date, at the time and venue state above. Any shareholders wishing to attend this meeting in person please present an identity card, a government official identity card, or a driving license for attendance. The Shareholder who cannot attend and vote at the said meeting in person may give a proxy to Major General Surasak Sukkha or Dr. Chayo Trangadisaikul independent directors of the Company's nonspecial interest that is different from other board of directors in all agendas of the Annual General Meeting of Shareholder 2023, by mailing the proxy to the Company within April 24, 2023 as following address;

The Secretariat
Wyncoast Industrial Park Public Company Limited
#105 Moo 3, Bangna Trad km 52 Road,
Thankharm, Bangpakong
Chachoengsao 24130

If shareholders intend to have any other persons, they deem appropriate as their proxy, by filling one of the attached proxy forms in Enclosure No.7 (fixed with Baht 20 duty stamp) and return to proxy forms together with required supporting evidences to the Company's above address or present them to the company's staff at the documents checking point prior to the commencement of the meeting on the meeting date.



Yours sincerely,

(Mr. Jak Chamikorn)

Chairman of the Board of Directors

Wyncoast Industrial Park Public Company Limited