

WIN.BO. 021/03/2024

March 20, 2024

Subject : Invitation to the Annual General Meeting of Shareholders year 2024

To: Shareholders of the Wyncoast Industrial Park Public Company Limited

Enclosure:

No.	Information
1.	Copied minutes of AGM 2023 dated April 27, 2023
2.	56-1 One Report 2023 and financial statements year ended as of December 31, 2023 via QR code
3.	Names and brief bio-data of directors due to rotation and proposed to be re - appointed in 2024
4.	Definition of independent director and the bio-data of the independent directors who act as proxies
5.	Company's regulations regarding the Shareholder Meeting
6.	Explanation of documents or evidence showing being a shareholder or shareholder's representative who has the right to attend the meeting to register and vote in shareholder meetings
7.	QR Code downloading procedures for the document of Annual General Meeting of Shareholders 2024
8.	Proxy Form A., B. and C.
9.	Form for requesting information for the year 2023 (Form 56-1 One-Report)
10.	Proxy request form (form B)
11.	Personal Data Protection Announcement for the AGM 2024
12.	Brief map showing the location of the shareholder meeting
13.	Transportation service reply form for AGM year 2024

The Board of Directors of Wyncoast Industrial Park Public Company Limited (the Company) has resolved the Annual General Meeting of Shareholders year 2024 be held on **Thursday April 25, 2024, 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 Shareholder 2023

Board of Director's Opinion : The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to certify the minutes of the 2023 Annual General Meeting of Shareholders, held on April 27, 2023, with a copy of the minutes as Attachment No. 1 along with the meeting invitation letter.

The amount of vote to approve: The majority vote of total number of shareholders' vote and proxies who attend and have voting right.

Agenda 2 To acknowledge the operating result of the Company year 2023

Board of Director's Opinion : The Company's Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to acknowledge the Company's operating results for the year 2023, which appear in the 2023 Annual Report (56-1 One Report) according to Attachment No. 2 along with the 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 Statement of Comprehensive Income for the accounting period ending December 31, 2023

Audit and Risk Management Committee's Opinion : The Audit and Risk Management Committee has reviewed the Company's 2023 financial statement which have been audited and certified by the Company's certified public accountant and had the opinion that the financial statement are accurate in all material respects according to Thai Financial Reporting Standards (TFRS).

Board of Director's' Opinion : The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the Balance Sheet and Statement of

Comprehensive Income for the year ending December 31, 2023, which have been audited by the Company's auditor, CWWP Co., Ltd. has been completed by the audit committee and the Board of Directors have given approval. As per the details appearing in Attachment No. 2 (“in the financial statement category”) along with the invitation letter.

The amount of vote to approve: The majority vote of total number of shareholders’ vote and proxies who attend and have voting right.

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

Board of Director’s Opinion : The Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the refrain of profit allocation as a legal reserve because as of December 31, 2023, the Company and its subsidiaries still have accumulated operating losses. According to the Company's Articles of Association, Section 45 and Section 116 of the Public Limited Companies Act, B.E. 2535 (Amended in 2001), the Company is unable to allocate profits as a legal reserve.

The amount of vote to approve: The majority vote of total number of shareholders’ vote and proxies who attend and have voting right.

Agenda 5 To consider and approved not to pay dividend from operating income year 2023

Board of Director’s Opinion : The Company's Board of Directors has considered and deemed it appropriate to propose to the Annual General Meeting of Shareholder to consider the refrain of dividend payments for the operating results year 2023 since as of December 31, 2023, the Company had an accumulated loss of Baht 349.23 million, in accordance with the Company's regulations Section 44 and Section 115 of the Public Limited Companies Act, B.E. 2535 (amended in 2001) stipulate that in cases where the Company still has accumulated losses, it is prohibited from paying dividends, resulting, the Company is unable to pay dividends.

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 as well.

The amount of vote to approve: The majority vote of total number of shareholders’ vote and proxies who attend and have voting right.

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 2024, 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;

Name – Surname	Position	Period
1. Mrs. Krissana Prakobkandee	Non-Executive Director	13 Years
2. Dr. Chaiya Kudacal	Independent Director	9 Years
3. Dr. Chayo Trangadisaikul	Independent Director	3 Years

The Board of Nomination, Remuneration and Corporate Governance Committee has prudently considered and scrutinized that such three directors have all requirements in Section 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) Mrs. Krissana Prakobkandee (re-appointed as Director for another term)
- 2) Dr. Chaiya Kudacal (re-appointed as Independent Director for another term)
- 3) Dr. Chayo Trangadisaikul (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 3 re-appointed directors have all requirements in Section 68 of the Public Limited Company Act B.E. 2535, and qualified for Company's benefit. At this meeting, there were 2 independent directors who were nominated to return to their positions. The Board of Directors has considered and is of the opinion that the person to be nominated as an independent director has the qualifications in accordance with the law regarding the requirements regarding independent directors since their 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 Dr.Chayo Trangadisaikul and Dr.Chaiya Kudacal to re-appoint as Independent Director once again.

Regarding the Annual General Meeting of Shareholders year 2024, 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 8, 2023 till February 5, 2024 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 and there is none of proposal for year 2024.

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
1. Mrs.Krissana Prakobkandee	Non-Executive Director
2. Dr. Chaiya Kudacal	Independent Director
3. Dr. Chayo Trangadisaikul	Independent Director Audit and Risk Management Committee Nomination, Remuneration and Corporate Governance Committee

Details of the bio-data of directors whose terms have expired and who have been nominated for return to position, including reasons and necessity in the case of nominating independent directors who have served for more than 9 consecutive years, are as per the Attachment No. 3

The amount of vote to approve: The majority vote of total number of shareholders' vote and proxies who attend and have voting right.

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 by criteria and procedure 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 2024 which is equal to the approved amount in year 2023.

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. However, the Board of Directors is responsible for determining the steps, conditions, details, and amount of compensation actually paid to the directors and sub-committees as appropriate which resolve the remuneration of Board of Director year 2024 not exceeding Baht 1,800,000 which is equal to the approved amount in year 2023, 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

The Board of Directors Meeting No. 3/2024 on March 7, 2024, the Meeting approved the remuneration rate for directors 2024 as follows;

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

Meeting	2024 Baht/per/time	2023 Baht/per/time
Board of Director Meeting		
- Chairman	12,500	12,500
- Director	6,500	6,500
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 Payment is scheduled monthly 12 times/year.

Monthly Remuneration	2024 Baht/per/month	2023 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 2024, it is determined to pay not exceed 30 percent of actual remuneration of year 2022 amount Baht 1,135,500, the payment of special compensation to directors based on performance for the year 2023 has the following details:

Extra Remuneration	2023 Baht/per	2022 Baht/per
Chairman	12,500	10,000
Director	6,500	5,000
Total	64,500	50,000

4. Other Remuneration

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

	2023 Baht/per	2022 Baht/per
Other Remuneration or other benefits	None	None

Remuneration Comparison

Remuneration Summary	Actual	Approved by AGM
2023	Baht 1,135,500 - Remuneration of Director Baht 639,000 - Monthly Remuneration Baht 432,000 - Extra Remuneration Baht 64,500 - Other Remuneration -none	Baht 1,800,000
2022	Baht 1,075,000 - Remuneration of Director Baht 593,000 - Monthly Remuneration Baht 432,000 - Extra Remuneration Baht 50,000 - Other Remuneration none	Baht 1,800,000

Summary of Meeting Attendance

Meeting	2023	2022
Board of Director	12	12
Audit and Risk Management Committee	5	7
Nomination , Remuneration and Corporate Governance Committee	4	3
Annual General Meeting of Shareholders	1	1

Summary of Meeting attendance (number of times / total) of directors in 2023

No	Name of Director	Position	Number of meeting attendance			
			Board of Directors	Audit Committee	Nomination Committee	AGM 2023
1.	Mr. Jak Chamikom	Chairman	12/12	-	-	1/1
2.	Ms. Koranun Sukonritikom	Director	12/12	-	-	1/1
3.	Ms. Vinita Chamikom	Director	12/12	-	-	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	12/12	-	-	-
7.	Mr. Dussadee Sinchirmsiri	Independent Director Chairman of Audit Committee Nomination Committee	12/12	5/5	4/4	1/1
8.	Major General Surasak Sukkha	Independent Director Audit Committee Nomination Committee	12/12	5/5	4/4	1/1
9.	Dr. Chayo Trangadisaikul	Independent Director Audit Committee Nomination Committee	12/12	5/5	4/4	1/1

All the obligations of the Director and Committee are appeared on the Company's Annual Report 2023 (One Report 56-1) Section 2 Corporate Governance clause 7.2-7.3.

The amount of vote to approve : Vote shall not less than two third of total number of shareholders' vote and proxies who attend and have voting right.

Agenda 8 To consider and appoint the auditor and determine the remuneration of the auditor for year 2024

Audit and Risk Management Committee's Opinion : The Audit and Risk Management Committee has considered the appointment of auditors for the Company and its subsidiaries by evaluating the independence of the auditors, not being under any influence, and having knowledge, ability, and standards of work that can be compiled. Audit evidence is sufficient to express an opinion in the audit report, including the quality of work the recognition of the reputation of the auditor and accounting firm, and reasonable service fees. Therefore, it is considered appropriate to propose that shareholders appoint auditors from CWWP Co., Ltd. as auditors of the Company and its subsidiaries for the year 2024, with names as follows:

1. Miss Susan Iamwanitcha, Certified Public Accountant No. 4306 or
2. Miss Wanraya Phutthasatian, Certified Public Accountant No. 4387 or
3. Mr. Suchart Panitcharoen, Certified Public Accountant No. 4475 or
4. Miss Chuenta Chommoen, Certified Public Accountant No. 7570 or
5. Miss Waraporn Inthaprasit, Certified Public Accountant No. 7881 or
6. Miss Wandee Iamwanitcha, Certified Public Accountant No. 8210 or
7. Mr. Kiattisak Wanitchhanon, Certified Public Accountant No. 9922 or
8. Miss Amonrat Chuathongborisut, Certified Public Accountant No. 10998 or
9. Miss Chonthicha Lertwilai, Certified Public Accountant No. 12258

By specifying that one person audit and express opinions on the company's financial statements, the details of the audit of the company and its subsidiaries ending on December 31, 2023, are as follows.

Name	Audited	Year	Period
CWWP Company Limited	Company Subsidiary company	2558-2566	9 Year
Ms. Wanya Phuttasatien	Company	2558-2559	2 Year
Ms. Chantra Wongsriudomphon	Subsidiary company	2558	1 Year
Ms. Waraporn Inntharaprasit	Company	2560-2565	6 Year
	Subsidiary company	2559-2565	7 Year
Ms. Wanraya Phutthasathien	Company	2566	1 Year
	Subsidiary company		

**Note CWWP Co., Ltd. has plans to merge with SP Audit Co., Ltd. which the transaction will be changed its affiliation effective from April 1, 2024 onwards.*

For determining the annual auditor remuneration of the company and its subsidiaries. 2024 is an amount not exceeding Baht 2,534,000 per year, not including other expenses disbursed (out-of-pocket expenses), which is Baht 80,000 more than the audit fee approval in 2023 due to the auditor's assessment according to the business plan of the Company and its subsidiaries, resulting in an increasing of the audit fee in 2024.

However, CWWP Co., Ltd. (including SP Audit Co., Ltd. during in merging transaction) has no relationship and/or has an interest in the company, subsidiaries/ executive/major shareholders, or those related to such persons in any way.

Board of Director's Opinion : The Board of Directors has considered and considered it appropriate to propose to the general meeting of shareholders to consider and approve the appointment of one of the 9 certified public accountants according to the names proposed by the Audit and Risk Management Committee. From CWWP Company Limited (merging with SP Audit Company Limited from April 1, 2024 onwards) to be the auditor of the Company and its subsidiaries for year 2024 and determine the auditor's remuneration for

the Company and subsidiary companies for year 2024 at the amount not exceeding Baht 2,534,000 per year excluding other actual expenses (out-of-pocket expenses).

Comparative information on auditor compensation in the past year is as follows:

<u>Remuneration</u>	2024 (Proposed year)	2023	2022
Audit-fee requested for approval (Baht)	2,534,000	2,454,000	2,104,000
Non-audit fee (Baht)	Actual cost	489,862.32	468,410.32

In addition, CWWP Company Limited and the above 9 approved auditors have been appointed to be audit and auditors of the subsidiary companies for the year 2024 as well.

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

Agenda 9 To consider and approve amendments to the Company's objectives and memorandum of association.

Opinion of the Board of Directors: The Board of Directors has considered and deemed it appropriate to propose to the general meeting of shareholders to consider approving amendments to the Company's objectives and memorandum of association to be consistent with and cover the type of business operating a solar energy production system in the present, it is considered appropriate to add 5 new objectives of the Company from the original 58 sections increasing to 63 sections the details of the new objectives being added as follows:

No.	Objective
(59)	Selling and installing solar power generation systems.
(60)	Designing and installing electrical systems both inside and outside buildings.
(61)	Buying and selling equipment, components, or other materials related to the business according to the Company's objectives.
(62)	Buying and selling equipment, components, or other materials related to electrical system and solar power generation systems.
(63)	Be a consultant on all engineering systems.

and amending the Memorandum of Association, Section 3 regarding the Company's objectives as follows:

As mentioned previously

“Item 3: The Company's objectives have 58 sections, details as per the attached PCL.002 form.”

Edit to

“Item 3: The Company's objectives have 63 sections, details per the attached PCL.002 form.”

For registration amendments, the authority will be given to authorized directors of the company and/or persons assigned by these directors to have the authority to register amendments to the objective of the memorandum of association and various items at the Department of Business Development, Ministry of Commerce, including the power to amend words or take any action to comply with the registrar's orders.

The amount of vote to approve: A vote of not less than three-quarters of total number of shareholders' vote and proxies who attend and have voting right.

Agenda 10 Other matters (if any)

Board of Director's Opinion The board sees it as appropriate to include this agenda to allow shareholders to ask questions (if any) and/or the board to answer questions or provide clarification to shareholders. In this agenda, there should be no additional consideration of any other matters because according to the principles of Good corporate governance for listed companies and the project to assess the quality of the annual general meeting of shareholders should be considered and discussed by the shareholders' meeting only matters that have been informed in advance to be fair to all shareholders as a whole, the company has allowed shareholders to propose additional agenda items via the company's website www.wyncoast.com From December 8, 2023, to February 5, 2024, it appears that no shareholder proposed adding an agenda item in advance.

In this regard, the Company has the Record Date, to determine the right to participate in the 2024 Annual General Meeting of Shareholders on March 21, 2024.

Suppose you are unable to attend the meeting in person. In that case, you can appoint another person to attend the meeting and vote on your behalf at this meeting by using one of the three proxy forms the Company has attached to the three proxy forms (as shown in [Attachment no. 8.](#)) including Proxy Form A. (general form), Proxy Form B (a form specifying various items to grant a clear and detailed proxy), and Proxy Form C (only in the case of foreign investors who appoint a Custodian in Thailand by choosing to use only one of the proxy forms as specified. You can notify your request to receive a proxy form B by filling out the information in the request form and sending it back to the company according to the method specified in [Attachment No. 10.](#)

Shareholders can authorize a proxy for the Company's independent director, **Mr. Dusadee Sinchermsiri** or **Major General Surasak Sukkha**, to attend the meeting and vote on behalf of the shareholder, with independent director information and definitions of Independent Directors (appears in [Attachment no. 4](#)) which is attached to this meeting invitation. We request your cooperation to please send the proxy form in case you wish to

appoint an independent director to return to the Company by April 19, 2024 at the following address:

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

Shareholders can request to receive the 2023 annual information form (Form 56-1 One Report) by filling in the information in the request form and send to the Company by the form for requesting information for the year 2023 (Form 56-1 One Report) according to the method specified in Attachment No. 9.

In addition, the processing of personal data that the Company collects, uses, discloses, and processes personal data of shareholders for the 2024 Annual General Meeting of Shareholders by the Personal Data Protection Announcement appears in the Annual General Meeting of Shareholders Annual Shares 2567 Attachment No.11.

We would like to invite shareholders to attend the meeting on the date, time and place mentioned above.

Yours sincerely,



(Mr. Jak Chamikorn)

Chairman of the Board of Directors
Wyncoast Industrial Park Public Company Limited

Note: Shareholders can request the notice of invitation to the annual general meeting of shareholders. 2024 and meeting documents via the company's website from March 25, 2024 at <http://www.wyncoast.com>, topic "News Room > Company News > Publication of the invitation to the 2024 Annual General Meeting of Shareholders"