

## Advice on Required Documents for E-AGM Registration, Appointment of Proxy, Voting, and Vote Counting

### **Attending the E-AGM**

Shareholders/ proxies (except the shareholders who appoint the Independent Director as the proxies), who wish to attend the E-AGM is required to submit a request to attend the E-AGM (“E-Request”) together with the required documents in order to obtain “Username, Password, and Weblink” for registration in advance starting from Thursday, April 18, 2023 at 8:30 a.m. onward.

Please **submit an E-Request** at <https://inv.inventech.co.th/WHA152630R/#/homepage> or **browse the website by scan this QR CODE**



Once your E-request has been verified and approved, we will inform you, by email, of your “Username, Password, and Weblink” for E-AGM registration which shall be conducted via “Inventech Connect” system. However, E-AGM will be available for attending on Thursday, April 27, 2023 from 12.00 p.m. until the meeting is adjourned.

Please thoroughly study the “Guidelines for attending Electronic Meeting by Inventech Connect” (**Attachment 6**). For E-Request submission, please prepare and completely attach all required documents. The Company reserves the right to refuse the E-AGM registration if the required evidence is incomplete or incorrect and if the E-Request is submitted after the meeting adjournment.

Please keep the Username and Password as confidential information which shall not be disclosed to others. The shareholders hereby accept that the attendance, voting, and/or any actions carried out by using such Username and Password shall be deemed as having been attended and voted by shareholders with legally valid and binding effect.

### **Appointment of Proxy**

Shareholders can appoint other persons as their proxies to attend the meeting and vote on their behalf. The Company has provided 3 Proxy Forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce (**Attachment 8**), i.e.,

Proxy Form A. is a general form that is simple and uncomplicated.

Proxy Form B. is an explicit form that sets out specific details of authorization.

Proxy Form C. is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

Shareholders can download Proxy Form A., Form B., and Form C. from the Company’s website at:

Thai version <https://wha-th.listedcompany.com/invitation.html>

English version <https://wha.listedcompany.com/invitation.html>

Procedures for the appointment of proxy are as follows:

- (1) General shareholders may choose to use only either Proxy Form A. or Form B. The Company recommends the shareholders to use Proxy Form B. and specify the voting for each agenda item.
- (2) Shareholders who are foreign investors and have appointed a Custodian in Thailand to be a share depository and keeper are recommended to use Proxy Form C.
- (3) The shareholders, who appoint the proxy, shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her number of shares to different proxies for separate voting.
- (4) The shareholders can **appoint either one of the Company's Independent Directors** by completing Proxy Form B. and specify the voting for each agenda item. E-Request submission is not required in this case.
- (5) THB 20 stamp duty must be affixed with the crossed-out mark and specifying the date in the proxy form.
- (6) If the shareholder would like to revoke the proxy, the shareholder must inform the Company in writing of the revocation intention by April 26, 2023, before the meeting date.

#### **Required Documents and Evidence**

#### **1. Shareholders / Proxies who wish to attend the E-AGM in Person**

##### **1.1 Individual Shareholders**

##### **(1) Attendance the E-AGM in Person**

- (a) Copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner), certified as true and correct copy by the shareholder.

##### **(2) Attendance by Proxy**

- (a) Proxy form (either Form A. or Form B.) correctly and completely filled in, signed by the grantor and the proxy.
- (b) Copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the grantor, certified as true and correct copy by the grantor.
- (c) Copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the proxy, certified as true and correct copy by the proxy.

##### **1.2 Juristic Person Shareholders**

##### **(1) Attendance in Person by the Authorized Person of the Juristic Person**

- (a) Copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the authorized person of the juristic person attending the Meeting in person, certified as true and correct copy by him/her.

- (b) Copy of an affidavit of the juristic person granted by government authorities (issued no longer than 1 year prior to the meeting date) certified as true and correct copy by the authorized person attending the E-AGM, with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.

**(2) Attendance by Proxy**

- (a) Proxy form, (either Form A. or Form B.) correctly and completely filled in, signed by the grantor and the proxy.
- (b) Copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the authorized person (as the grantor), certified as true and correct copy by the grantor.
- (c) Copy of an affidavit of the juristic person granted by government authorities (issued no longer than 1 year prior to the meeting date) certified as true and correct copy by the authorized person as the grantor, and power of attorney (if any), with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.
- (d) Copy of valid identification card, government officer card, driver's license, or passport (in case of foreigner) of the proxy, certified as true and correct copy by the proxy.

**(3) Appointment of Proxy in the case of Shareholders who are Foreign Investors and have appointed a Custodian in Thailand to be a Share Depository and Keeper**

- (a) The Proxy Form C., correctly and completely filled in, signed by the authorized representative of the custodian who is the grantor and signed by the proxy.
- (b) Required documents from the Custodian as specified above in clause 1.2 (1) and (2), as the case may be.
- (c) Document confirming that the person who signed the proxy form is permitted to operate the Custodian business.
- (d) A copy of Power of Attorney from the shareholder who appoints the Custodian to sign the proxy form on his/her behalf.

After the submission of the request and necessary evidence to the E-Request system, **the shareholder is requested to send the original executed proxy form with its supporting necessary evidence to the Company:**

Company Secretary Department  
 WHA Corporation PCL  
 23 Floor, WHA TOWER,  
 No. 777, Moo 13, Debaratna Road (Bangna-Trad) KM.7  
 Bang Kaeo, Bang Phli, Samutprakarn 10540

## 2. Appointment of the Company's Independent Directors as a Proxy

Shareholders can **appoint one of the Company's Independent Directors** (whose profiles are in **Attachment 7**) by completing **Proxy Form B**, with accurate information specifying clear voting instruction in each agenda item and signed by the grantor. Supporting evidence of the grantor must be provided.

Please deliver the completed Proxy Form appointing the Independent Director, together with necessary evidence to the Company **within April 19, 2023** for verification. Please send to:

Company Secretary Department  
WHA Corporation PCL  
23 Floor, WHA TOWER  
No. 777, Moo 13, Debaratna Road (Bangna-Trad) KM.7  
Bang Kaeo, Bang Phli, Samutprakarn 10540

E-Request submission is not required in the case of appointment of the independent directors as a proxy.

3. In case of any changes of title/ name/ surname, copy of evidence of such changes, certified as true and correct copy, shall also be submitted.
4. For any foreign language documents which are not in English, English translation of such documents are required and must be certified as true translation by the shareholders or the authorized person of the juristic persons.

### Vote Casting and Vote Counting via Electronic Means (e-Voting)

Vote casting and vote counting will be conducted via electronic means (e-Voting) which will be controlled and managed by Inventech Connect system. The vote casting and vote counting procedures are as follows.

1. One share shall have one vote.
2. Shareholders or proxies shall cast the votes to only one of: approve, disapprove, or abstain. The votes on each agenda item cannot be divided (except for the voting of the Custodian).
3. In case of Proxy:
  - 3.1 In a case where the shareholder has specified clear instructions in the proxy form, the votes will be recorded in accordance with the instructions. The proxy will not be required to vote during the meeting.
  - 3.2 In the case where the shareholder does not specifically identify or the instruction is unclear, the proxy is entitled to consider and vote on behalf of the shareholder as appropriate.

4. In casting the votes for each agenda item, the e-Voting system will be open for shareholders and proxies to cast their votes. Shareholders or proxies who attend the meeting but do not cast their votes through the e-Voting system shall be deemed as having approved such agenda item.
5. For the agenda: To approve the appointment of directors to replace the directors who are due to retire by rotation, the Company will arrange the vote casting for the appointment of each nominated director individually.
6. Before casting the votes in each agenda item, the chairman of the meeting or the person designated by the chairman of the meeting will give the shareholders and the proxies an opportunity to inquire or comment on the issues related to such agenda item as appropriate.
7. Resolutions of the meeting require the following votes:
  - 7.1 In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes.
  - 7.2 In other cases, as specified otherwise by laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has already remarked the required resolution for each agenda item.
  - 7.3 In the case of a tied, the chairman of the meeting shall have an additional vote as the deciding vote.
  - 7.4 A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matter.
  - 7.5 The vote counting will be conducted immediately and the chairman of the meeting or the person designated by the chairman of the meeting will announce the voting results to the meeting after the completion of the vote counting for each agenda item.
  - 7.6 Vote counting in this E-AGM is conducted via electronic means controlled and managed by Inventech Connect system without physical ballot. As a result, this meeting would not have invalid ballots.

Remark:

For more details regarding the appointment of proxy, shareholders can consider and study from the Notification of the Capital Market Supervisory Board No. Tor Jor. 79/2564 re: the Criteria for the Proxy Solicitation to attend the Meeting and Vote on the Shareholders' Behalf from [www.sec.or.th](http://www.sec.or.th)