



Annual General Meeting of Shareholders

2026

WSOL Public Company Limited

Tuesday, April 28, 2026 at 2:00 PM

The meeting will be conducted solely via electronic means in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws.

List of Documents

Notice of the 2026 Annual General Meeting of Shareholders

Documents Supporting the Meeting Agenda

Enclosure 1: 2025 Annual Report (Form 56-1 e-One Report) in QR Code format.

Enclosure 2: Names and profiles of directors retiring by rotation and nominated for re-election as directors, and the definition of independent directors of the Company.

(For Agenda Item 4)

Enclosure 3: Names and profiles of auditors nominated for appointments as the Company's auditors for the year 2026.

(For Agenda Item 6)

Documents Supporting the Meeting Participation

Enclosure 4: The Company's Articles of Association relating to shareholders' meeting.

Enclosure 5: Guidelines for attending electronic meeting by Inventech Connect.

Enclosure 6: Documents/evidence required for attending the meeting or appointing a proxy.

Enclosure 7: Names and details of independent directors proposed as proxy holders.

Relevant Forms

Enclosure 8: E-AGM attendance confirmation form.

Enclosure 9: Proxy Forms A, B, and C.



31 March 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders

To: Shareholders of WSOL Public Company Limited

Enclosures:

1. 2025 Annual Report (Form 56-1 One Report) in QR Code format.
2. Names and profiles of directors retiring by rotation and nominated for re-election as directors, and the definition of independent directors of the Company.
3. Names and profiles of auditors nominated for appointment as the Company's auditors for the year 2026.
4. The Company's Articles of Association relating to shareholders' meeting.
5. Guidelines for attending electronic meeting by Inventech Connect
6. Documents/evidence required for attending the meeting or appointing a proxy.
7. Names and details of independent directors proposed as proxy holders.
8. E-AGM attendance confirmation form.
9. Proxy forms A, B, and C.

The Board of Directors of WSOL Public Company Limited ("the Company") has resolved to convene the 2026 Annual General Meeting of Shareholders on Tuesday, 28 April 2026 at 2:00 PM, to be held exclusively via electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws.

The Company provided shareholders the opportunity to propose agenda items in advance from 1 November 2025 to 31 December 2025. No proposals were submitted. Therefore, the Board has set the meeting agenda as follows:

Agenda Item 1 To acknowledge the Company's operating results for the year 2025.

Facts and Rational:

The Company's operating results for the year ended 31 December 2025 are summarized in the 2025 Annual Report (Form 56-1 One Report) provided via QR Code (Enclosure 1).

Board's Opinion:

The shareholders' meeting should acknowledge the Company's operating results.

Voting Requirement:

No voting is required for this agenda.

Agenda Item 2 To consider and approve the statement of financial position and the statement of comprehensive income for the fiscal year ended December 31, 2025.

Facts and Rational:

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 112, and Article 64 of the Company's Articles of Association, the Board of Directors is required to prepare a balance sheet and a profit and loss

statement as of the end of the Company's fiscal year for submission to the Annual General Meeting of Shareholders for consideration and approval.

The Company has prepared the statement of financial position and the statement of comprehensive income for the fiscal year ended December 31, 2025. These financial statements have been audited by the Company's certified public auditor from KPMG Phoomchai Audit Limited and reviewed by the Audit Committee. Details are provided in the annual financial statements for the year ended December 31, 2025, as shown in the Annual Report 2025 (Form 56-1 e-One Report), available via QR Code as enclosed in Enclosure 1, which has been delivered to shareholders together with this meeting invitation.

Board's Opinion:

The Board of Directors deems it appropriate to propose that the Shareholders' Meeting consider and approve the statement of financial position and the statement of comprehensive income for the fiscal year ended December 31, 2025, as these financial statements have been prepared in accordance with generally accepted accounting principles, reviewed by the Audit Committee, and audited and certified by the Company's certified public auditor.

Voting Requirement:

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

Agenda Item 3

To consider and approve the omission of allocating net profit to the legal reserve and the omission of dividend payment for the operating results of the year 2025.

Facts and Rationale:

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 116, and Article 58 of the Company's Articles of Association, the Company is required to allocate at least 5% of its annual net profit, after deducting accumulated losses brought forward (if any), to a legal reserve until such reserve reaches at least 10% of the registered capital. In addition, Section 115 of the Public Limited Companies Act and Article 55 of the Company's Articles of Association stipulate that dividends may only be paid from profits, and no dividend shall be paid if the Company still has accumulated losses.

The Company has a policy to pay dividends to shareholders at a rate of not less than 40% of net profit from the separate financial statements after corporate income tax and all required reserves as stipulated by law and the Company's Articles of Association, provided that there are no accumulated losses in shareholders' equity. However, such dividend payment may be adjusted depending on necessity and appropriateness as deemed by the Board of Directors, taking into account various factors for the benefit of shareholders, such as economic conditions, operating results, financial position, cash flow, reserves for business operations, business expansion and future investments, reserves for loan repayment or working capital, and ensuring that dividend payments do not materially affect the normal operations of the Company and its subsidiaries.

As the Company reported a net loss of Baht 4,825 million for the year 2025 based on the separate financial statements for the year ended December 31, 2025 (details as shown in Enclosure 1), the Company is therefore unable to allocate net profit to a legal reserve and is unable to pay dividends for the operating results of the year 2025.

Board's Opinion:

The Board of Directors deems it appropriate to propose that the Shareholders' Meeting consider and approve the omission of allocation of net profit as legal reserve and the omission of dividend payment for the operating results of the year 2025.

Voting Requirement:

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

Agenda Item 4

To consider and elect directors to replace those who retire by rotation.

Facts and Rationale:

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 71 and Article 22 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the directors must retire by rotation. If the number of directors cannot be divided into three equal parts, the number closest to one-third shall retire. Directors retiring by rotation may be re-elected.

At the 2026 Annual General Meeting of Shareholders, three directors are due to retire by rotation as follows:

(1) Mr. Pornchai Rujiprapa	Independent Director Chairman of the Board
(2) Miss Voraluck Worachuttharn	Independent Director
(3) Mr. Ithichai Poolvaraluck	Director

The Company provided an opportunity for shareholders to nominate qualified candidates for election as directors for the 2026 Annual General Meeting during the period from November 1, 2025 to December 31, 2025. However, no nominations were submitted by shareholders.

The Nomination and Remuneration Committee (excluding directors with vested interests in this agenda) has considered the qualifications of the three directors who are due to retire by rotation. The consideration was based on key criteria such as compliance with the qualifications and absence of prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992) (including amendments), as well as other relevant laws and regulations. The Committee also took into account their knowledge, capabilities, experience, and the overall diversity of the Board, including their individual performance as directors and members of subcommittees.

The Committee is of the opinion that all three directors possess the knowledge, expertise, and experience that significantly contribute to

strengthening the Company's management. They are fully qualified and do not possess any prohibited characteristics under the applicable laws and regulations, and are suitable for the Company's business operations. In addition, the nominees for independent director positions meet the independence criteria as defined by the Stock Exchange of Thailand, the Company, and the relevant regulations of the Securities and Exchange Commission (SEC), and are able to express independent opinions in accordance with applicable rules.

Board's Opinion:

After due consideration in accordance with the Company's procedures (excluding interested directors), the Board of Directors agrees with the Nomination and Remuneration Committee's proposal that:

- (1) Mr. Pornchai Rujiprapa
- (2) Miss Voraluck Worachuttharn
- (3) Mr. Itthichai Poolvaraluck

are fully qualified and capable of performing their duties effectively. Therefore, it is deemed appropriate to propose to the shareholders' meeting to re-elect all three directors for another term.

Brief profiles of the three directors who are due to retire by rotation and are nominated for re-election are provided in Enclosure 2.

Voting Requirement:

This agenda item requires approval by a majority vote of the shareholders present and voting, in accordance with the following rules and procedures:

1. Each shareholder shall have one vote per share.
2. Each shareholder must use all of their votes under (1) to elect one or more directors but may not split votes to give any director more or fewer votes than others.
3. In the election of multiple directors, candidates receiving the highest votes in descending order shall be elected as directors up to the number of positions available. In the case of a tie exceeding the number of positions available, the Chairman shall have the casting vote.

Agenda Item 5

To consider and approve the remuneration of directors and sub-committee members for the year 2026.

Facts and Rationale:

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 90, stipulates that a company is prohibited from paying money or providing any other property to its directors except for remuneration in accordance with the Company's Articles of Association. In the absence of such provisions in the Articles of Association, the payment of remuneration shall be in accordance with a resolution of the shareholders' meeting, approved by not less than two-thirds (2/3) of the total votes of shareholders present at the meeting. In addition, Article 38 of the Company's Articles of Association provides that directors' remuneration and bonuses shall be determined by the shareholders' meeting. Directors are entitled to receive remuneration

from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits as prescribed in the Articles of Association or as approved by the shareholders' meeting.

The Nomination and Remuneration Committee has considered the directors' remuneration for the year 2026 by taking into account a comparison with the previous year's remuneration, both monetary and non-monetary, as well as the average remuneration practices within the same industry among companies of similar size, revenue, and performance. The Company's operating results, the performance and responsibilities of the Board of Directors, and the overall economic conditions were also considered. Accordingly, the Committee deems it appropriate to propose the directors' and subcommittee members' remuneration to the Board of Directors for approval, and to further propose to the shareholders' meeting for consideration and approval of the directors' remuneration and meeting allowances for the year 2026 at the same rates as those of 2025, as follows:

1). Monthly Remuneration and Meeting Allowance

Director/Subcommittee Members	Monthly Remuneration (THB/Month)		Meeting Allowance (THB/Time)	
	2025	2026	2025	2026
Board of Directors				
Chairman	20,000	20,000	10,000	10,000
Director	15,000	15,000	10,000	10,000
Audit Committee				
Chairman	15,000	15,000	10,000	10,000
Member	10,000	10,000	8,000	8,000
Executive Committee				
Chairman	15,000	15,000	10,000	10,000
Member	10,000	10,000	8,000	8,000
Risk Management Committee				
Chairman	15,000	15,000	10,000	10,000
Member	10,000	10,000	8,000	8,000
Nomination and Remuneration Committee				
Chairman	15,000	15,000	10,000	10,000
Member	10,000	10,000	8,000	8,000

Remark: Directors who are employees or executives of the Company shall not be entitled to receive remuneration in their capacity as directors of the Company or as members of subcommittees.

2). Other Benefits: In the event that the Company has a plan to issue and offer warrants to purchase ordinary shares of the Company to directors, executives, and employees of the Company and its subsidiaries, such warrants shall be considered as other benefits of the directors in addition to the remuneration specified above.

Board's Opinion:

The Board of Directors agrees with the proposal of the Nomination and Remuneration Committee and deems it appropriate to propose to the shareholders' meeting for consideration and approval of the remuneration of the Company's directors and subcommittee members for the year 2026, in the form of monetary compensation at the same rates for the year 2025 and other benefits (if any) as those approved by the 2025 Annual General Meeting of Shareholders.

Voting Requirement:

This agenda item requires approval by a vote of not less than two-thirds (2/3) of the total votes of shareholders present at the meeting.

Agenda Item 6

To consider and approve the appointment of the Company's auditor and determine the audit fee for the year 2026

Facts and Rationale:

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), Section 120, requires that the Annual General Meeting of Shareholders appoint the auditor and determine the audit fee of the Company on an annual basis. The same auditor may be re-appointed.

In selecting the auditor for the year 2026, the Audit Committee has considered the auditors and audit fees proposed by various audit firms that submitted proposals to the Company. The consideration was based on qualifications, expertise, experience, and readiness to provide services. The Committee is of the opinion that the auditors from A&A Office Co., Ltd. are suitably qualified, maintain good professional standards, and possess the expertise, knowledge, and experience in auditing various companies.

Therefore, it is deemed appropriate to propose to the Board of Directors for approval and to further propose to the shareholders' meeting for consideration and appointment of the following auditors from A&A Office Co., Ltd. as the Company's auditors for the year 2026:

- | | |
|---------------------------------|--|
| 1. Ms. Yupin Choomjai | Certified Public Accountant No. 8622 or |
| 2. Mr. Preecha Suan | Certified Public Accountant No. 6718 or |
| 3. Mr. Somchat Kansuk | Certified Public Accountant No. 9669 or |
| 4. Mr. Apichart Boonkird | Certified Public Accountant No. 4963 or |
| 5. Ms. Pithinan Pattharakritdej | Certified Public Accountant No. 10467 or |
| 6. Ms. Ratchanikan Phanthulee | Certified Public Accountant No. 7985 |

Anyone of the above auditors from A&A Office Co., Ltd. shall be authorized to review, audit, express an opinion, and sign the Company's audit report. In the event that any of the aforementioned auditors is unable to perform his/her duties, A&A Office Co., Ltd. shall provide a replacement auditor with appropriate qualifications to perform such duties.

The audit fee for the year 2026 shall not exceed THB 2,800,000, excluding non-audit fees which will be charged based on actual services rendered. Details of the comparison of auditors' remuneration for the years 2025 and 2026 are as follows:

Auditor's Remuneration	2026 (A&A)	2025 (KPMG)
1) Audit Fee (THB)	2,800,000	5,700,000
2) Non-audit Fee	as incur	750,000

The proposed change of the Company's auditor has been conducted in accordance with the Company's annual auditor selection process and is aligned with its policy on efficient cost management. The audit fee proposed by A&A is considered reasonable and consistent with such policy. In addition, the auditors from A&A are included in the list of auditors approved by the Office of the Securities and Exchange Commission (SEC), in compliance with the relevant regulatory requirements.

Therefore, in order to ensure efficient, transparent operations and adherence to good corporate governance principles, the Company has considered appointing auditors who possess appropriate qualifications, maintain independence, and comply with all applicable regulations.

In this regard, A&A Office Co., Ltd. and the above-mentioned auditors have no relationship or conflict of interest with the Company, its subsidiaries, directors, executives, major shareholders, or related persons of such parties. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements. In addition, none of the auditors has performed audit or review services or expressed opinions on the Company's financial statements for more than seven fiscal years, in compliance with the regulations of the Securities and Exchange Commission (SEC).

In the case that any subsidiary does not engage the same audit firm, the Audit Committee and the Board of Directors will ensure that such subsidiary is able to prepare its financial statements in a timely manner.

Brief profiles of the proposed auditors are provided in Enclosure 3.

Board's Opinion:

The Board of Directors agrees with the proposal of the Audit Committee and deems it appropriate to propose to the shareholders' meeting for consideration and approval of the appointment of A&A Office Co., Ltd. and the above-listed auditors as the Company's auditors for the fiscal year 2026, and to approve the audit fee for the year 2026 in an amount not exceeding THB 2,800,000, excluding non-audit fees which will be charged based on actual services rendered, as detailed above in all respects.

Voting Requirement:

This agenda item requires approval by a majority vote of the shareholders present at the meeting and casting their votes.

Agenda Item 7

Other business (if any)

Board's Opinion:

The Board of Directors deems it appropriate to include this agenda item in accordance with Section 105 of the Public Limited Companies Act, which provides that shareholders holding, in aggregate, not less than one-third of the total issued shares may request the meeting to consider matters other than those specified in the notice of the meeting. This also allows shareholders the opportunity to ask questions or express additional opinions, if any.

However, according to the corporate governance principles for listed companies issued by the Thai Institute of Directors Association (CGR) and the Thai Investors Association (AGM Checklist), it is not recommended to add additional agenda items that are not specified in the notice for shareholders' approval or voting.

In the event that shareholders are unable to attend the meeting in person and wish to appoint a proxy to attend and vote on their behalf, they may use either Proxy Form A or Form B. Foreign shareholders appointing a custodian to hold and manage their shares should use Proxy Form C. To protect the rights and interests of shareholders who are unable to attend in person and wish to appoint an independent director of the Company as their proxy, shareholders may complete Proxy Form B to authorize the independent director to attend the meeting and vote on their behalf.

Additionally, foreign shareholders who appoint a custodian may record their votes via Proxy Form C in the Company's e-Proxy Voting system of the Thailand Securities Depository Co., Ltd. (TSD) in advance until 17:00 hours on 27 April 2026.

The Company has set 16 March 2026 as the Record Date for shareholders entitled to attend the Annual General Meeting of Shareholders. The Company has also published the invitation letter to the 2026 Annual General Meeting, together with supporting documents and proxy forms, on the Company's website.

Shareholders are therefore cordially invited to attend the meeting on the date, time, and at the location specified above.

Sincerely,

By resolution of the Board of Directors



(Mr. Pornchai Rujiprapa)
Chairman of the Board

Scan attend meeting



(Registration will be available from April 21, 2026, at 8:30 a.m. onwards.)

Company Secretary Office

Email: company.secretary@wsol.co.th