(English Translation)

Criteria for shareholders to propose agenda, nominate candidates to be elected as directors for the 2027 Annual General Meeting of Shareholders of WHA Corporation Public Company Limited

1. Objective

WHA Corporation Public Company Limited (the "**Company**") places an importance on the right of shareholders and the equitable treatment to shareholders, and in order to be in compliance with Section 89/28 of Securities and Exchange Act, B.E. 2535 (1992) and relevant notifications including the Corporate Governance Policy of the Company, the Company gives the opportunity to its shareholders to propose the matters which they deem that it will be beneficial to the Company for the Board of Directors consideration to include such matters in the agendas of the Annual General Meeting of Shareholders (the "**AGM**"), and to nominate qualified persons for the Board of Directors consideration to nominate such persons to be elected as directors. This aims that the director can effectively perform their responsibilities for the utmost benefit of the Company and stakeholders and is able to encourage the Company to evidently comply with its Corporate Governance Policy.

2. Qualifications of the Shareholder

Any shareholder who wishes to propose the matters to be included in the agenda of the AGM and/or nominate the candidate to be elected as director must be the Company's shareholder, either individually or collectively, and collectively holding the Company's shares with voting rights of not less than 5 percent of the total voting rights of the Company on the date that the agenda is proposed.

3. The proposal of matters to be included in the agendas of the AGM

3.1 The eligible shareholder under Clause 2 is entitled to propose the matters to be included in the agendas of the AGM, by completing the **Form for Proposing the Matters to be Included in the Agendas of the 2027 Annual General Meeting of Shareholders** (Attachment 1), and signing his/her signature as an evidence, as well as enclosing the identification evidence and shareholding evidence, together with other supporting documents which will be beneficial to the consideration of the Board of Directors (if any). Those documents shall be delivered to the Company **within December 30, 2026** to the following address:

Corporate Secretary Department
WHA Corporation Public Company Limited
WHA Tower, No. 777, Moo 13, 23rd Floor
Debaratana Road (Bangna-Trad) KM. 7, Bang Kaeo Sub-district,
Bang Phli District, Samut Prakan Province 10540

In the case that collective shareholders under Clause 2 propose the matters to be included in the agendas of the AGM, each shareholder shall affix his/her signature and provide the identification evidence and shareholding evidence. Those shareholders shall jointly appoint one shareholder as their representative. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who have affixed their signature.

3.2 In order to create effectiveness to the AGM, the Company reserves its right not to include the following matters in the agenda of the AGM;

(1) The matters which violate the applicable laws, rules and regulations of the government agencies, regulatory agencies, or other relevant agencies, or which are not in compliance with the Company's Articles of Association, resolution of the shareholders' meeting and the Company's Corporate Governance Policy, except the proposal of amendment to the Company's Articles of Association or the review of the resolution of shareholder's meeting;
(2) The matters which are stipulated by laws to be considered at the shareholders' meeting, whereby the Company has included such matters in the agenda of the shareholders' meeting;
(3) The matters which are, by law, beyond the authority of shareholders' meeting;
(4) The matters which are beyond the objectives or authorities of the Company;
(5) The matters which had been proposed by the shareholders to the shareholders meeting within the past 12 months, where such matters were supported by the vote of lower than 10 percent of the total entitled voting shares, and there is no significant change to its relevant facts;
(6) The matters which its supporting information and/or supporting evidence are incomplete, insufficient, or have untrue statements, or the proposals are ambiguous, and the Company is unable to contact the proposing shareholder, or the matters have not been proposed within the scheduled timeframe;
(7) The matters which are routine work or under the management authority of the Company, except the matters which will generally cause significant impacts to the shareholders;
(8) The matters which are unlikely to be beneficial to the Company's business operations.

3.3 The Board of Directors will consider the proposed matters. The matter which is approved by the Board of Directors will be included in the AGM agenda, and the Company will specify that such agenda is proposed by the shareholder. On the other hand, the Company will inform the shareholders if they refuse to propose such matters in the AGM invitation letter.

4. The nomination of person to be elected as director

4.1 The eligible shareholder under the criteria in Clause 2 is entitled to nominate the candidate to be elected as director, by completing the **Form for Nominating the Candidate to be Elected as Director** (Attachment 2), and signing his/her signature as evidence, as well as enclosing the identification evidence and shareholding evidence of such shareholder.

The shareholder is required to arrange the nominated person to be elected as director to sign his/her consent in the said form and to certify the correctness of the provided information, as well as enclosing the nominated person's educational profile and significant personal information, together with other additional supporting documents which will be beneficial to the consideration of the Board of Directors (if any). Those documents shall be delivered to the Company **within December 30, 2026** to the following address:

Corporate Secretary Department
WHA Corporation Public Company Limited
WHA Tower, No. 777, Moo 13, 23rd Floor
Debaratana Road (Bangna-Trad) KM. 7, Bang Kaeo Sub-district,
Bang Phli District, Samut Prakan Province 10540

In the case that collective shareholders under Clause 2 nominate the candidate to be elected as director, each shareholder shall affix his/her signature and provide the identification evidence and shareholding evidence. Those shareholders shall jointly appoint one shareholder as their representative. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who have affixed their signatures.

4.2 The nominated person shall possess the qualifications and has no prohibited characteristics as follows:

(1) Being the person who possess the appropriate qualifications and has no prohibited characteristics under the public limited company laws, securities and exchange laws, rules and regulations of the Securities and Exchange Commission, and the Stock Exchange of Thailand, and other relevant laws governing the qualifications and responsibilities of director;
(2) Being the person with morality and ethics who has an excellent professional profile;
(3) Being the person who has knowledge or experience in business management, especially in real estate business, finance, accounting, or other areas which the Board of Directors deems appropriate;
(4) Being able to attend the Board of Directors' meeting and shareholders' meeting every time, except in the case of necessity or force majeure;
(5) Processing other qualifications which are possible to be additionally determined in order to be in compliance with the laws and suitability which are possibly changed in the future.

4.3 According to the director nominating process of the Company, the Nomination and Remuneration Committee will initially consider the qualifications of the nominated person by considering the supporting documents indicating the qualifications of such nominated persons and selecting the nominated person in order to further propose to the Board of Directors for consideration.

4.4 In the case that the Board of Directors approves of the nominated person to be elected the Company's director, the Board of Directors will further propose such nominated person to be elected as a director to the AGM. However, the Company will inform the shareholders if the Board of Directors refuses to propose such nominated person in the AGM invitation letter.

4.5 The Board of Directors will not consider the nominated person to be elected as the director based on the following cases:

(1) The nomination has not been in compliance with the determined criteria;
(2) The nominated person is not qualified and/or does not have appropriate qualifications and has any prohibited characteristics as stipulated in Clause 4.2;
(3) The supporting documents showing the qualifications of the nominated person are incomplete or have not been delivered to the Company within the scheduled timeframe;
(4) The nominated person denies giving consent for nominating him/her to be the director;
(5) The nominated person holds the directorship position in more than 5 listed companies which may cause inefficient performance to his/her duty;
(6) Other cases which the Board of Directors deems appropriate.

Attachment 1

Form for Proposing the Matters to be included in the Agenda for the 2027 Annual General Meeting of Shareholders (AGM)

(1) I (Mr./ Mrs./ Ms./ others) .....

being the shareholders of WHA Corporation PCL (the "**Company**"), as of .....

holding .....shares, equivalent to .....% of total voting right of the Company

Residing at No. ....., ... Road, ... Sub-district,

..... District, ... Province, Mobile No. .....

Home/Office No. ..... E-mail (if any) .....

(2) I would like to propose a matter to be included in the AGM agenda as follows:

Subject matter: .....

For ☐ Acknowledgement ☐ Consideration ☐ Approval

Key factual and useful information, rational, and necessity are summarized as follows: .....

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Supporting documents certified as true copy in every page are enclosed, totaling ..... pages.

(3) I, hereby, appoint Mr./ Mrs./ Ms./ others .....

to be my/our representative according to the criteria in Clause 3.1 paragraph 2.

I certify that all statements written in this form, the identification evidence, the shareholding evidence, and other supporting documents, are correct and complete. I hereby affix my signature as evidence.

.....Shareholder

(.....)

Date .....

Remarks

1. The identification evidence is:

   (1) In the case of a natural person, a certified true copy of identification card or passport (in case of non-resident shareholder) shall be enclosed. In this regard, the shareholder is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information, whereby the religious information is not necessary for verifying the shareholders.

   (2) In the case of a juristic person, a certified true copy of affidavit and identification card or passport (in case of non-resident shareholder) of the authorized director(s) who signs on the Form for Proposing the Matters to be Included in the Agenda for AGM. In this regard, the authorized director(s) is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information, whereby the religious information is not necessary for verifying the authorized director.

   (3) Others evidence (if any).

2. The shareholding evidence is:

   (1) The shareholding certificate issued by the securities companies, or other evidence issued by the Thailand Securities Depository Company Limited, the Stock Exchange of Thailand or custodian, or a certified true copy of share certificate.

   (2) Others evidence (if any).

3. This Form for Proposing the Matters to be included in the Agenda for AGM together with other supporting documents mentioned above shall be delivered to the Company within **December 30, 2026**, in order that the Board of Directors has an adequate time to consider the proposed matter under the criteria and process of the Company.

4. In the case that collective shareholders propose the agenda, each shareholder shall separately fill in the Form for Proposing the Matters to be Included in the Agenda for AGM and affixes his/her signature as evidence. Those shareholders shall jointly appoint one shareholder as their representative under the criteria in Clause 3.1 paragraph 2. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who affix their signature. Thereafter, the said form of each shareholder shall be collected into one set and delivered to the Company.

5. In the case that individual or collective shareholders propose more than one matters/agenda, the Form for Proposing the Matters to be Included in the Agenda for AGM shall be separately prepared for each agenda (1 form for 1 matter/agenda) and shall be signed by all shareholders in every form.

6. In the case of changing title, name, or surname, the shareholder must provide a certified true copy of the change name certificate.

7. The Company will disqualify the shareholder who provided incomplete or incorrect information or is unable to contact or does not have complete qualifications.

8. The Company has announced Privacy Notice pursuant to the Personal Data Protection Act, B.E. 2562 (2019), to inform the Data Subject of details about objectives, collective, use, and disclosure of personal data for the benefit of attending the AGM and in order to comply with relevant laws. For more details, please consider on the Company's website at https://www.wha-group.com/en/privacy-policy

Attachment 2

Form for Nominating the Candidate to be Elected as Director for the 2027 Annual General Meeting of Shareholders (AGM)

(1) I (Mr./ Mrs./ Ms./ others) .....

being the shareholders of WHA Corporation PCL (the "**Company**"), as of .....

holding .....shares, equivalent to .....% of total voting right of the Company

Residing at No. ....., ... Road, ... Sub-district,

..... District, ... Province, Mobile No. .....

Home/Office No. ..... E-mail (if any) .....

(2) I would like to nominate (Mr./ Mrs./ Ms./ others) .....

Age..... years old, to be elected as ☐ Director ☐ Independent Director of the Company.

In this regard, he/she possesses the qualifications and has no any prohibited characteristics under the criteria in Clause 4.2, whereby the supporting documents showing the qualifications of the nominated person, i.e. educational qualification, working experiences (for the past 5 years), training information, shareholding information, and relationship with other directors, executives, major shareholders, or controlling persons (if any) which have been certified as true copy in every page are enclosed, totaling ..... pages.

(3) I, hereby, appoint Mr./ Mrs./ Ms./ others .....

to be my/our representative according to the criteria in Clause 4.1 paragraph 2.

I certify that all statements written in this form, the identification evidence, the shareholding evidence, and other supporting documents, are correct and complete. I hereby affix my signature as evidence.

.....Shareholder

(.....)

Date .....

(4) I, Mr./ Mrs./ Miss/ others ……, the nominated person pursuant to Clause 2, hereby grants my consent and certifies that I have complete and correct qualifications and has no prohibited characteristics under relevant laws and regulations, and also give my consent to the Company to disclose my information and evidence. I agree to comply with the Corporate Governance Policy of the Company. I hereby affix my signature as evidence.

Shareholder's signature……..……

(……...……)

Date…….

Remarks

1. The identification evidence is:

   (1) In the case of a natural person, a certified true copy of identification card or passport (in case of non-resident shareholder) shall be enclosed. In this regard, the shareholder is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information, whereby the religious information is not necessary for verifying the shareholders.

   (2) In the case of a juristic person, a certified true copy of affidavit and identification card or passport (in case of non-resident shareholder) of the authorized director(s) who signs on the Form for Nominating the Candidate to be Elected as Director for AGM. In this regard, the authorized director(s) is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information whereby the religious information is not necessary for verifying the authorized director.

   (3) Others evidence (if any).

2. The shareholding evidence is:

   (1) The shareholding certificate issued by the securities companies, or other evidence issued by the Thailand Securities Depository Company Limited, the Stock Exchange of Thailand or custodian, or a certified true copy of share certificate.

   (2) Others evidence (if any).

3. Supporting evidence of the nominated person, i.e., educational qualification, working experiences (for the past 5 years), training information, shareholding information, and relationship with other directors, executives, major shareholders, or controlling persons (if any).

4. This Form for Nominating the Candidate to be Elected as Director for AGM together with other supporting documents mentioned above shall be delivered to the Company within **December 30, 2026,** in order that the Board of Directors has adequate time to consider.

5. In the case that collective shareholders nominate the person to be elected as director, each shareholder shall separately fill in the Form for Nominating the Candidate to be Elected as Director for AGM and affixes his/her signature as evidence. Those shareholders shall jointly appoint one shareholder as their representative under the criteria in Clause 4.1 paragraph 2. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who affix their signature. Thereafter, the said form of each shareholder shall be collected into one set and delivered to the Company.

6. In the case that individual or collective shareholders nominate more than one candidate to be elected as director, the Form for Nominating the Candidate to be Elected as Director for AGM shall be separately prepared for each candidate (1 Form for 1 candidate) and shall be signed by all shareholders in every Form.

7. In the case of changing title, name, or surname, the shareholder must provide a certified true copy of the change name certificate.

8. The Company will disqualify the shareholder who provided incomplete or incorrect information or is unable to contact or does not have complete qualifications.

9. The Company has announced Privacy Notice pursuant to the Personal Data Protection Act, B.E. 2562(2019), to inform the Data Subject of details about objectives, collective, use, and disclosure of personal data for the benefit of attending the AGM and in order to comply with relevant laws. For more details, please consider on the Company's website at https://www.wha-group.com/en/privacy-policy