

No. TOA06/2026

March 23, 2026

**Subject: Invitation to the 2026 Annual General Meeting of Shareholders**

Attention: Shareholders

- Attachments:
1. Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report) (QR Code format) (for Agenda Items 1-2, and 4-7)
  2. Summary of profiles of the candidates nominated for election as directors to replace those retiring by rotation, and for the appointment of new directors, and Definition of the Independent Director of the Company (for Agenda Item 4-5)
  3. Profiles of the proposed auditors for the year 2026 (for Agenda Item 7)
  4. Procedure and Required Documents on the Submission of E-Request for Attending the 2026 Annual General Meeting of Shareholders and the Granting of Proxies
  5. Guidelines for Attending the Meeting through Electronic Means and the Proxy via Inventech Connect System
  6. Information of the Independent Directors Proposed to Act as Proxies for Shareholders
  7. The Company's Articles of Association regarding the Shareholders' Meeting
  8. Instructions on Using QR Code for Downloading the Annual Registration Statement / Annual Report 2025 (Form 56-1 One Report)
  9. Proxy Form A, B, and C
  10. Requisition Form for Annual Registration Statements/ Annual Report 2025 (Form 56-1 One Report) and Sustainability Report 2025
  11. Procedures for forwarding questions in advance

The Board of Directors Meeting No. 2/2026, on 27 February 2026 resolved to convene **the 2026 Annual General Meeting of Shareholders on Monday, April 27, 2026, at 10.00 hrs. through electronic means** in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the relevant laws and regulations.

For determining the meeting agenda for the 2026 Annual General Meeting of Shareholders, **the Company allowed shareholders to propose agenda in advance from October 1 to December 31, 2025, through its website. However, no shareholder proposed any agenda to the Company.** Therefore, the Company would like to inform the following agenda endorsed by the Board of Directors for consideration.

**Agenda Item 1: To acknowledge the Board of Directors' report on the Company's operating results for the year 2025.**

**Facts and Rationale:**

Section 113 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Articles 37 and 41 of the Articles of Association of the Company provide that the annual general meeting shall consider the report of the Board of Directors, presenting the operational results of the Company of the previous year, and shall prepare the Annual Report of the Board of Directors together with the notice calling the annual general meeting to inform the shareholders. The Company has summarized the operational results and the important changes that occurred during the

year 2025 as indicated in Part 3 Financial Statements in the Annual Registration Statements/ Annual Report 2025 (Form 56-1 One Report) (QR code format) enclosed herewith in Attachment 1.

**Opinions of the Board of Directors:**

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to acknowledge the operational results of the Company for the year 2025.

**Voting:** This agenda item is only for acknowledgment; therefore, no voting is required.

**Agenda Item 2:** To approve the audited consolidated financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2025

**Facts and Rationale:**

Section 56 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendment thereto) which is in line with Clause 3 of the Regulation of the Stock Exchange of Thailand Re: Preparation and Submission of Financial Statements and Reports on Financial and Non-Financial Information of Listed Companies B.E. 2560 (2017) and Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto), and Article 40 of the Articles of Association of the Company provide that the Board of Directors shall prepare the balance sheets and the profit and loss statements as of the end of the accounting period of the Company, and shall propose to the shareholders' meeting for approval at the annual general meeting, as well as arrange for the auditor to complete the auditing prior to the proposal of the said balance sheet and the profit and loss statements to the shareholders' meeting.

**Opinions of the Board of Directors:**

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the consolidated financial statements of the Company and its subsidiaries for the accounting period ended December 31, 2025, which were audited by the auditor of EY Office Limited and reviewed by the Audit Committee and subsequently endorsed by the Board of Directors, which represents the financial position and operational results of the Company for the year 2025 in comparison to 2024. The details of which are summarized as follows:

**Partial Financial Statements of the Company in Comparison**

Unit: THB

Item	Consolidated Financial Statements		Separated Financial Statements	
	2025	2024	2025	2024
Total assets	21,524,240,032	20,755,694,762	19,682,084,325	19,468,112,451
Total liabilities	6,334,995,979	6,385,459,630	4,921,129,550	5,075,364,205
Equity attributable to owners of the parent	14,499,235,360	13,661,006,266	14,760,954,775	14,392,748,246
Total revenues	21,779,404,151	21,357,156,234	17,607,479,072	17,686,807,720
Profit for the year attributable to owners of the parent	2,917,012,633	1,919,603,646	2,250,852,536	1,935,665,482
Earnings per share attributable to owners of the parent (THB/Share)	1.50	0.96	1.16	0.96

The details are disclosed in the Annual Registration Statements/ Annual Report 2025 (Form 56-1 One Report) Part 3: Financial Statements (QR code format) which has been delivered to the shareholders together with the notice calling this Meeting pursuant to Attachment 1, Annual Registration Statements/ Annual Report 2025 (Form 56-1 One Report)

**Voting:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda Item 3:** To approve the annual dividend payment.

**Facts and Rationale:**

Section 116 of the Public Limited Companies Act and Article 46 of the Company's Articles of Association provide that the Company must allocate part of the annual net profit as a reserve fund in an amount not less than five (5) percent of the annual net profit after deducting the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten (10) percent of the registered capital. **However, no legal reserve appropriation is made from the net profit of the operation result in year 2025 because the Company's legal reserve has reached the amount required by laws.**

The Company has the policy to pay dividends at the rate of not less than 40% of the Company's net profit on the separate financial statements after deducting corporate income tax and other reserve funds as required by laws and as determined by the Company for each year. The Board of Directors may also, for the interest of the shareholders, take other factors into consideration in paying dividends such as the operating performance and financial position of the Company, reserve funds for future investments, and repayment requirements of loans, or working capital requirements, and whether a dividend payment will have a material impact on the normal business operations of the Company, as deemed suitable and appropriate by the Board of Directors.

**Opinions of the Board of Directors:**

The Board of Directors deemed it appropriate that the shareholders acknowledge the interim dividend payment and approve annual dividend payment as follows:

- 1) To acknowledge the interim dividend payment paid from the net profit derived from the operational results of the first half of 2025

According to the resolution of the Board of Directors' Meeting No.7/2025 on August 14, 2025, the Company paid the interim dividends from the net profit under the separate financial statements derived from the 6-month operational results as at June 30, 2025, **at the rate of 0.36 THB per share**, with the number of shares eligible for dividends (voting shares less treasury shares), **in the total amount of 697.89 THB million in which the Company made a payment of such dividend on September 12, 2025.** The Board of Directors therefore, deemed it appropriate to present the aforementioned interim dividend payment to the Annual General Meeting of Shareholders for acknowledgment.

- 2) To approve the annual dividend payment from the net profit derived from the operational results of the second half of 2025

For the year 2025, the Company's net profit under the separate financial statements was 2,250.85 THB million or earnings per share was 1.16 THB per share. After taking into account the various factors carefully, i.e., the operating results, the dividend policy of the Company, dividend payment ratio, as well as cash flow and the necessity of using money for future investments.

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to approve the dividend payment from the net profit derived from the operational results of the second half of 2025, at the rate of THB 0.39 per share, with the number of shares eligible for dividends as of the date the Board of Directors resolved to approve the annual dividend payment from the net profit of the second half of 2025 (voting shares less treasury shares) is 1,938,584,500 shares, totaling approximately THB 756.05 million. However, the company will pay dividends based on the number of voting shares less treasury shares as of the Record Date on May 7, 2026, and the dividend payment date is set for May 26, 2026.

After accumulating 1) the interim dividends from the operational results of the first half of, at the rate of 0.36 THB per share, and 2) the annual dividends from the net profit derived from the operational results of the second half of 2025, at the rate of 0.39 THB per share. Accordingly, the total dividend payment under the 2025 operating results was at the rate of 0.75 THB per share, totaling THB 1,453.94 million. The dividend payout ratio was equivalent to 64.60% of the net profit under the separate financial statements of the year 2025, paid from the net profit with 20% corporate income tax. A natural person shareholder shall be entitled to a tax credit equaling the product of dividend times 20/80 according to the Revenue Code, Section 47 bis.

Thus, the dividend payment is in accordance with the Company's dividend policy. Details of the comparative dividend payment ratio are as follows:

Details of Dividend Payment	2026 (Proposed Year)	2025
1. Net Profit Attributable to Owners of the Company under the Separate Financial Statements (THB)	2,250,852,536	1,935,665,482
2. Total Amount of Shares (Shares)*	1,938,584,500	1,972,210,900
3. Total Dividend Payment (THB per Share)	0.75	0.60
3.1 Interim Dividends (THB per Share)	0.36	0.33
3.2 Annual Dividends (THB per Share)	0.39	0.27
4. Total Dividend Amount (THB)	1,453,938,375	1,192,029,828
5. Dividend Payout Ratio to Net Profit on the Separate Financial Statements after Deducting from the Legal Reserve	64.60	61.58

**Note:** \*Number of voting shares excluding treasury shares as of the date the Board of Directors resolved to propose the annual dividend payment to shareholders for consideration.

**Voting:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda Item 4:** To approve the re-election of directors who are due to retire by rotation for another term.

**Facts and Rationale:**

Article 17 of the Articles of Association of the Company provides that,

“At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall vacate from office.

The director who vacates from office may be re-elected.

The directors vacating from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall vacate from office.”

At the 2026 Annual General Meeting of Shareholders, one-third of the total number of directors who are due to retire by rotation is 2 out of 7 directors. To comply with the Articles of Association, the directors who have held office the longest shall retire by rotation. The 2 directors are as follows:

- 1) Mr. Veerasak Kositpaisal                      Currently holds the position of Acting Chairman of the Board of Directors/ Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee / Member of Risk Management and Sustainability Committee
  
- 2) Dr. Anuchit Anuchitanukul                      Currently holds the position of Independent Director / Chairman of Risk Management and Sustainability Committee

### **Relevant Performance and Contributions of the Retiring Directors**

- 1) **Mr. Veerasak Kositpaisal** Throughout his tenure, he has demonstrated exceptional dedication in performing his duties, leveraging extensive knowledge and experience across various industries. His expertise as a member of the Board of Directors of the Thai Institute of Directors (IOD) and as a specialist in Corporate Governance and Corporate Social Responsibility at the Stock Exchange of Thailand (SET) has been instrumental in overseeing and driving the organization toward stable and sustainable growth. This includes his leadership as the Acting Chairman of the Board and Chairman of the Nomination and Remuneration Committee, where he has played a vital role in vetting meeting agendas, presiding over meetings, and providing invaluable insights into business management, engineering, human resources, internal control, risk management, good governance, and corporate sustainability within both Board and Sub-committee meetings

Should Mr. Veerasak be re-appointed as an Independent Director for another term (3 years), his tenure will extend until 2029, totaling 12 years. According to the Board of Directors Charter and Good Corporate Governance principles, an Independent Director's continuous tenure should not exceed 9 years from the date of first appointment. An exception may be granted, however, if the Board of Directors provides a reasonable justification for such a necessity and deems it to be in the best interest of the Company.

Based on past performance, Mr. Veerasak possesses extensive knowledge, expertise, and experience that are highly beneficial to the Company, as mentioned above. Despite his tenure exceeding 9 years, he consistently maintains his independence in expressing opinions and performing his duties with impartiality, in full alignment with Good Corporate Governance principles. Furthermore, he continues to meet the Company's definition of an Independent Director, which is equivalent to the criteria established by the Capital Market Supervisory Board.

- 2) **Dr. Anuchit Anuchitanukul** Throughout his tenure, he has consistently demonstrated exceptional dedication, leveraging his expertise in Information Technology, Innovation, Finance, and Investment to fulfill his duties. He has provided strategic recommendations in business management, risk oversight, technological advancement, and financial and investment management. Furthermore, in his capacity as Chairman of the Risk Management and Sustainability Committee, he has offered invaluable strategic guidance to Management, significantly enhancing the Company's risk management frameworks and driving effective corporate sustainability development

Should Dr. Anuchit be re-appointed for another term, his tenure will be extended for 3 years until 2029, totaling 3 years and 11 months of service. He continues to demonstrate the ability to provide independent and invaluable opinions that are highly beneficial to the Company, as mentioned above.

Furthermore, he remains fully qualified under the Company's definition of an Independent Director, which is equivalent to the criteria established by the Capital Market Supervisory Board.



Consequently, following the re-appointment of Mr. Veerasak and Dr. Anuchit to replace the directors retiring by rotation, the total number of the Company's directors will remain at 7 members.

#### **Provision for Shareholders to Propose Candidates for Election as Directors**

The Company provided shareholders with an opportunity to propose nominees for the Board of Directors from October 1, 2025, to December 31, 2025, via mail and email. However, no shareholder has proposed any candidates for director election to replace those whose terms are due to retirement by rotation.

#### **Opinion of the Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee (excluding directors with conflicts of interest), at Meeting No. 1/2026 held on January 12, 2026, collectively reviewed the candidates' qualifications. The Committee considered their suitability and expertise relative to the Company's business operations, focusing on their distinguished knowledge, capabilities, and industry experience. Furthermore, the Committee assessed their past performance as directors and their ability to exercise independent judgment as independent directors. The review also ensured full compliance with relevant regulations governing directors and independent directors, including the Public Limited Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended), and the notifications of the Capital Market Supervisory Board, the Stock Exchange of Thailand, and any other related announcements.

**The Nomination and Remuneration Committee deemed it appropriate to recommend reappointing the 2 retiring directors for another term.** Their qualifications meet the legal requirements for independent directors. For your reference, brief biographies of the aforementioned directors and Company's definition of "independent director," which aligns with the Capital Market Supervisory Board's criteria, are provided in **Attachment 2**.

#### **Opinions of the Board of Directors:**

The Company's Board of Directors, excluding directors with conflicts of interest, has considered with due consideration in accordance with the Company's established process and through the review by the Nomination and Remuneration Committee, deemed it appropriate to propose to the Annual General Meeting of Shareholders to re-appoint the aforementioned 2 directors whose terms are due to retire by rotation, to hold a position of the Company's director for another term. Both directors possess qualifications of the director and independent director that comply with relevant regulations and are suitable for the Company's business operations.

Despite having served for more than nine years, Mr. Veerasak Kositpaisal continues to perform his duties and provide independent opinions that are highly beneficial to the Company. He remains a key driving force in ensuring the Board of Directors operates with continued efficiency.

Furthermore, to enhance the efficiency and operational flexibility of the sub-committees, the Board of Directors seeks authorization from the Shareholders' Meeting to restructure, modify, change, appoint or amend the membership of the sub-committees as deemed appropriate.

Director Nomination Process and Criteria is in accordance with the Board of Director's Nomination and Remuneration Policy. For more information, please visit our websites on the menu "Investor Relations" >> "Corporate Governance" >> "Policies"

**Voting:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda Item 5:** To consider and approve the increase in the number of directors by one (1) seat and the appointment of a new director.

**Facts and Rationale:**

In reference to the 2025 Annual General Meeting of Shareholders' resolution, which authorized the Board of Directors to nominate and appoint a qualified candidate to replace Mrs. La-or Tangkaravakoon following her resignation prior to the completion of her term (with the original term ending at the 2026 Annual General Meeting)), Management has conducted a recruitment process to ensure operational continuity and board efficiency. The selection was aligned with the Company's Nomination and Remuneration Policy and strategic direction, taking into account the essential skills, knowledge, expertise and experience (Board Skill Matrix) and achieving a diverse board composition (Board Diversity). The nominated candidate possesses all required qualifications and has no prohibited characteristics under relevant laws and the Company's Articles of Association.

As Mrs. La-or's original term is set to expire at the 2026 Annual General Meeting of Shareholders (AGM), the total number of director seats would decrease from 8 to 7. Consequently, Management proposes that the Board seeks shareholder approval at the 2026 AGM to increase the number of director seats by one (1) position to accommodate a new appointment. Therefore, following the consideration of the Nomination and Remuneration Committee and the Board of Directors, the Company proposes **Asst. Prof. Polawat Witookollachit, M.D., Ph.D.** to be appointed as a Director and Independent Director. His professional profile is provided **in Attachment 2.**

**In this regard, the Company's Articles of Association, specifically sections concerning the appointment of directors, stipulate that:**

Article 15. The Company must have the Board of Directors to operate the Company's business. The Board of Directors shall comprise not less than five (5) directors, provided that at least half (1/2) of the directors shall reside within the Kingdom of Thailand. A director may or may not be a shareholder of the Company.

Article 16. The directors shall be elected by the shareholders' meeting in accordance with the following rules and procedures:

(1) Each shareholder shall have one (1) vote for one (1) share.

(2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or directors but cannot divide his/her votes in an unequal number to any particular person.

(3) Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected. In the event of a tie for the last position to be elected and this exceeds the said number of directors, the Chairman of the meeting shall have a casting vote.

**Opinion of the Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee, at Meeting No. 1/2026 held on January 12, 2026, resolved to recommend the appointment of **Asst. Prof. Polawat Witookollachit, M.D., Ph.D.** as a Director and Independent Director. This recommendation is based on his extensive knowledge, expertise, and experience that align with the Company's strategic direction, particularly in information technology, innovation, strategic planning, and risk management. Furthermore, he possesses all the required qualifications with no legal prohibitions, and fully meets the Company's definition of Independent Director, which is equivalent to the criteria established by the Capital Market Supervisory Board. His summarized profile is provided **in Attachment 2.**

In accordance with the Company's practices, the Management has verified the qualifications of **Asst. Prof. Polawat Witookollachit, M.D., PH.D.** The review confirmed that he possesses no disqualifying characteristics under relevant laws and regulations for the position of Director or Independent Director. Additionally, his current roles in other organizations, both in the public and private sectors, do not present any conflict or prohibition regarding his appointment.

**Opinions of the Board of Directors:**

The Board of Directors, excluding interested directors, has carefully and prudently reviewed this matter in accordance with the Company's established procedures. Following a screening process by the Nomination and Remuneration Committee, which included an evaluation of regulatory qualifications and suitability for the Company's business operations, the Board deems it appropriate to propose that the Annual General Meeting of Shareholders (AGM) consider the appointment of **Asst. Prof. Polawat Witookollachit, M.D., Ph.D.** as a Director and Independent Director.

The criteria and procedures for director nomination are conducted in accordance with the Director Nomination and Remuneration Policy. Detailed information regarding this policy can be found on the Company's website under the 'Investor Relations' section, by following the path: 'Corporate Governance' > Policies.

**Voting:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

**Agenda Item 6:** To consider and approve the determination of the remuneration for directors and the sub-committees for the year 2026

**Facts and Rationale:**

Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) provides that the company shall not pay money nor give any property to a director unless it is a payment of remuneration under the articles of association of the company. In the case where the articles of association of the company are not stipulated, the payment of remuneration under the first paragraph shall be in accordance with the resolution of the shareholders' meeting by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting. In addition, Article 22 of the Articles of Association of the Company provides that:

“The directors shall be entitled to receive remuneration from the Company in the form of a financial reward, meeting allowance, gratuity, bonus, or other benefits in accordance with a resolution of the shareholders' meeting by a vote of no less than two-thirds (2/3) of the number of shareholders attending at the meeting. The remuneration may be designated in a fixed amount or as specific criteria for any specific time of payment or for continuous application until any future amendment by a resolution of the shareholders' meeting is made. Moreover, the directors are also entitled to the remunerations and welfares in accordance with the Company's regulations.

The provision under the first paragraph shall not prejudice the rights of the directors appointed from the staff members or employees of the Company who are entitled to the remunerations and benefits as the staff members or employees of the Company.”

**Opinion of the Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee carefully considered various factors at its meeting No. 1/2026 on January 12, 2026. These factors included: The Company's operating results, Information from business expansion plans, The experience and scope of duties (accountability and responsibility) of each director including, a comparison of remuneration levels to similar positions in comparable industries. Therefore, the committee deemed it appropriate to

recommend maintaining the current monthly remuneration schedule for directors and sub-committees for the year 2026, including both monthly base salary and annual bonuses, consistent with the last year's rates.

#### Opinions of the Board of Directors:

The Board of Directors has reviewed the Nomination and Remuneration Committee's recommendation and agreed that the Committee has considered the suitability of directors based on various factors and criteria. Therefore, the Board of directors deemed it appropriate to propose to the annual general meeting of shareholders for consideration and approval of the determination of the remuneration for directors and the sub-committees for the year 2026, as detailed below.

#### 1) The monthly remuneration and meeting allowances for the year 2026, at the same rates as those of the previous year

Board of Directors	Monthly Remuneration (THB/person)	Meeting Allowances (THB/meeting/person) (Payable only to directors attending the meeting)
<b>Board of Directors</b>		
▪ Chairman	200,000	40,000
▪ Vice-Chairman	150,000	35,000
▪ Directors	50,000	30,000
<b>Sub-committees</b>		
<b>1. Executive Committee</b>		
▪ Chairman of the Executive Committee	100,000	40,000
▪ Member of the Executive Committee	50,000	30,000
<b>2. Other Sub-Committees (Apart from the Executive Committee, Including any additional sub-committees established during the fiscal year)</b>		
▪ Chairman of the sub-committee	-	35,000
▪ Members of the sub-committee	-	30,000

#### 2) The determination of the annual bonus limit

To propose a director bonus limit of 0.40% of the net profit according to the separate financial statements for the year ending December 31, 2025 (the same rate as those of the previous year), by allowing the Board of Directors to consider and determine the appropriate allocation of bonus to each director within the said bonus limit as deemed appropriate. The bonus will be paid to current directors and directors who resigned during the year, calculated based on the number of days of their directorship.

Furthermore, the Chairman and Vice Chairman will receive bonuses at rates 35% and 25% higher than other members of the board of director, respectively, which is the same rate as those of the previous year.

#### 3) Other benefits

The Executive Committee shall receive actual medical expenses at the total amount not exceeding THB 5 million per year, which is in accordance with the Company's regulations, and the Board of Directors agreed with the consideration raised by the Nomination and Remuneration Committee. The proposed amount is the same amount as those of the previous year.

For year 2025, the total actual directors' remuneration was 16.42 million THB; the details are shown in **Attachment 1**, Annual Registration Statements/ Annual Report 2025 (Form 56-1 One Report), **Part 2** Corporate Governance, Section 6 Corporate Governance Structure, and Significant Information about Board of Directors, Sub-Committees, Management Team, Employees, and Others, **Topics** Remuneration for the Board of Directors and Sub-Committees.

**Voting:** The resolution on this agenda item shall be passed by a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

**Agenda Item 7: To approve the appointment of the auditors and the determination of the audit fee for the year 2026**

**Facts and Rationale:**

Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) provides that the annual general meeting shall appoint an auditor and determine the auditing fee of the company every year. In appointing the auditor, the former auditor may be re-appointed, that is in line with Article 37 (6) of the Articles of Association which provides that "the business which the ordinary shareholders shall call the meeting is as follows: (6) to consider the appointment of the auditors and determine the audit fee."

**Opinion of the Audit Committee:**

The Audit Committee considered the potential, reputation, experience, expertise, preparedness, and acceptable work standard, independence, and the appropriateness of the audit fee compared to the scope of services and workload. Therefore, **the Audit Committee deemed appropriate to appoint EY Office Limited ("EY") , as an audit firm for the Company and its subsidiary due to its quality of auditing, availability, and expertise of personnel, as well as the performance standards of EY.**

**Opinions of the Board of Directors:**

The Board of Directors, as preliminarily considered by the Audit Committee, deemed it appropriate to propose to the shareholders' meeting to approve the appointment of the auditors and the determination of the audit fee of the Company for the year 2026 in accordance with the details as follows;

- 1. To appoint the following auditors from EY Office Limited** as the Company's auditors for the accounting period ending December 31, 2026, namely:
  - Mr. Serm Brisuthikun Certified Public Accountant No. 9452 or
  - Ms. Krongkaew Limkittikul Certified Public Accountant No. 5874 or
  - Mr. Nattawut Santipet Certified Public Accountant No. 5730

Details regarding the profile / background of the proposed auditor for the selection of auditor in the fiscal year 2026 are provided in **Attachment 3**, which is enclosed with the Invitation Letter. The proposed auditor meets the qualifications stipulated by the regulations of the Securities and Exchange Commission.

In the event that the aforementioned auditors are unable to perform their duties, EY Office Limited shall provide other alternative licensed auditors from the firm to perform the audit and express an opinion on the Company's financial statements in place of the aforementioned auditors.

2. The audit fee for 2026 is THB 3,850,000 in total, with the following details compared to the previous year:

Unit: THB

No.	Company	2026 (Proposed year)	2025	Difference
1	Audit Fee of the Company	3,250,000	3,250,000	—
2	Group Audit Fee	600,000	600,000	—
	<b>Total</b>	<b>3,850,000</b>	<b>3,850,000</b>	<b>—</b>

In addition, Group Audit Fee represents the service costs for the Company's auditors to examine significant transactions of subsidiaries included in the consolidated financial statements, in compliance with revised auditing standards.

Furthermore, the shareholders' meeting is requested to authorize the Board of Directors and/or the Audit Committee to determine other remuneration and expenses incurred during the service period (non-audit fees), such as travel and accommodation expenses, which will be charged to the Company on an actual cost basis, should there be work beyond the regular annual audit.

In 2025, total auditor remuneration of the Company and its subsidiaries, are as follows:

Unit:THB

	Audit Fee	Non-Audit Fee	Out-of-Pocket	Total
The Company	3,250,000	48,000	79,423	3,377,423
Subsidiaries	3,472,714	248,948	154,257	3,875,919
<b>Total</b>	<b>6,722,714</b>	<b>296,948</b>	<b>233,680</b>	<b>7,253,342</b>

The auditor remuneration paid for EY Office Limited and other auditors are included:

	Audit Fee	Non-Audit Fee	Out-of-Pocket	Total
EY Office Limited	4,611,584	84,000	86,937	4,782,521
Others	2,111,129	212,948	146,744	2,470,821
<b>Total</b>	<b>6,722,714</b>	<b>296,948</b>	<b>233,680</b>	<b>7,253,342</b>

Details of audit fees and other service fees (non-audit fee) paid to auditors or other businesses related to auditors for the Company and its subsidiaries as of December 31, 2025, are shown in **Attachment 1** Annual Registration Statements/ Annual Report 2025 (Form 56-1 One Report) Specifically, **Part 2**: Corporate Governance, Section 6: Corporate Governance Structure and Important Information About the Committees, Subcommittees, Executives, Employees, and Others, under **Topic** Remuneration for Auditors.

### 3. Relationship with the Company

The above-mentioned auditors have no relationships or interests with the Company, its subsidiaries, executives, major shareholders, or related parties in any way whatsoever, thus ensuring the auditors' independence for reviewing and rendering their opinions to the Company's financial statements.

Furthermore, none of the proposed auditors listed above have performed audit duties, reviewed, or expressed an opinion on the Company's financial statements for more than 7 fiscal years. This is in full compliance with the auditor rotation requirements set forth by the Capital Market Supervisory Board, in accordance with Notification No. TorChor. 75/2561 (No. 14) and Notification No. TorChor. 44/2556, companies listed on the Stock Exchange of Thailand are required to rotate auditors who have reviewed or expressed an opinion on the financial

statements for seven fiscal years, whether consecutive or not. Under these regulations, a former auditor may only be re-appointed after a cooling-off period of at least five consecutive fiscal years.

#### **4. Services for Subsidiaries**

EY Office Limited and its overseas branches serve as the direct and indirect auditors for a total of 8 subsidiaries for the 2026 fiscal year (Previously, a total of 3 subsidiaries in year 2025.). The remaining subsidiaries engage audit services from other audit firms. The selection of auditors for each entity is primarily based on service quality and audit fee competitiveness. The Company recognizes the importance of appointing the same auditing firm for its subsidiaries as that of the Company to ensure consistency and efficiency in oversight. Furthermore, the Board of Directors ensures that the consolidated financial statements are prepared and disclosed within the required statutory timeframe.

**Voting:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

#### **Agenda Item 8: Other matters (if any)**

##### **Facts and Rationale:**

This agenda item is for shareholders to ask questions and/or express their opinions (if any) to the Board of Directors, and/or for the Board of Directors to clarify or answer the questions asked by shareholders. There shall be no proposals of any other matters for consideration and approval of the meeting, nor will there be any casting of votes under this agenda item.

##### **Opinions of the Board of Directors:**

To allow shareholders to raise questions (if any) and/or for the Board of Directors to provide answers or clarifications to the shareholders.

The Company determined the date to record the names of the shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders (Record Date) on March 16, 2026.

You are cordially invited to attend the 2026 Annual General Meeting of Shareholders through electronic means (E-AGM) on the date and at the time mentioned above. The Meeting's registration, voting, and vote counting will only be conducted through electronic means with no physical venue or meeting room provided to accommodate shareholders for this meeting.

Shareholders can review the conditions and supporting documents for submitting the application to attend the Annual General Meeting of Shareholders and the proxy form, **as Attachment 4**, and please, also review the procedures and methods for participating in the meeting via electronic means, as per **Attachment 5**.

Should a shareholder prefer to appoint an Independent Director as a proxy, please send Proxy Form B and all supporting documentation to the Company via post by **April 23, 2026**. Submissions can also be made through the Inventech Connect system, following the guidelines for e-AGM attendance and proxy appointment as detailed in **Attachment 5**.

Shareholders who wish to attend the electronic meeting (e-AGM) in person, or through a proxy other than the Company's Independent Directors, may register their request to attend via the Inventech Connect system.

Registration will be open **from April 20, 2026, at 08:30 hrs., until the adjournment of the meeting on April 27, 2026.**

Once the Company receives all required documents, the Company will verify the documents in order to confirm the eligibility for attending the meeting. If the verification is approved, the Company will assign Inventech Systems (Thailand) Company Limited (the e-meeting control system provider) to send a username, password, and weblink for logging into the e-meeting system to an e-mail provided to the Company.

**The e-AGM system will be accessible for login on April 27, 2026, from 08:30 hrs.** until the meeting's adjournment. Shareholders wishing to submit advance questions or comments concerning the agenda items may do so via mail, email ([companysecretary@toagroup.com](mailto:companysecretary@toagroup.com)), or telephone (02-335-5555 ext. 1520, 1581, 5875). Please inform your first and last name for identification and **submit all inquiries by April 20, 2026.** to allow sufficient time for the Company to prepare the necessary clarifications.

During the meeting, the Company will collect and maintain electronic traffic data for all participants as evidence of attendance. This data includes usernames, login and logout timestamps, and other relevant connection details. Furthermore, the audiovisual proceedings of the meeting will be recorded.

Yours sincerely,



(Mr. Veerasak Kositpaisal)  
Acting Chairman of the Board of Directors

#### **Remark**

The Company has published the minutes of the 2025 Annual General Meeting of Shareholders, which was held on April 25, 2025, on the Company's website for shareholders to review for accuracy, starting from May 9, 2025. Upon the completion of the 30-day period, no shareholder requested any amendments to the meeting minutes. The Company has submitted the meeting minutes to the registrar accordingly.

**For additional information, please contact** Company Secretary and Investor Relations, Tel. 02-335-5555, Ext. 1520, 1581, and 5875