



## **TPCS PUBLIC COMPANY LIMITED**

**Notice of the 51<sup>st</sup> Annual General Meeting of Shareholders**

**Tuesday 28 April 2026 at 10.00 hours.**

**at Mahanatee Auditorium Room 4th Floor, Kingbridge Tower**

**No. 989 Rama 3 Road, Bangpongpang Sub-district, Yanawa District, Bangkok**

Please bring your Notice of Meeting with printed barcode and proxy (the proxy)  
on the meeting day for convenient registration

In order to minimize unnecessary contact, no food and drinking water will be served and no printed documents will be distributed whereas eating and drinking will be strictly prohibited in the meeting venue.

## Contents

	Page
<b>Notice of the 51<sup>st</sup> Annual General Meeting of Shareholders .....</b>	<b>1-8</b>
<b>Attachments no.</b>	
1. Notice of Meeting with printed barcode (Please, bring on the meeting day).....	enclosed
2. Annual Report 2025 (Form 56-1 One Report) as QR Code comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2025 and SUSTAINABILITY REPORT 2025...	9
3. Profile of the nominated candidates for the position of director.....	10-14
4. The definition of “Independent Director”.....	15-16
5. Profiles of the Company Auditors Proposed for Appointment for the year 2026 .....	17-20
6. Profiles of the independent directors proposed by the company to act as proxies for shareholders..	21
7. Copy of the Articles of Association concerning of Shareholders' Meeting.....	22-26
8. Documents and evidence of the attended person that must be presented before attending the meeting, and regulation for the meeting.....	27
9. The process of Registration for the Annual General Meeting of Shareholders.....	28
10. Map of the venue for the Annual General Meeting of Shareholders.....	29
11. Proxy Form B. ....	30-34
12. Privacy Notice of the Personal Data Protection.....	35

### **Note**

- 1) The Shareholders can view the Notice of the 51<sup>st</sup> Annual General Meeting of Shareholders and documentation on the company's website at [www.tpcsplc.com](http://www.tpcsplc.com)
- 2) The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
- 3) For more information, please contact:  
Miss Amornrath Piriyanachoste / Corporate Secretary.  
Phone 02 294-0071 ext. 221  
E-mail: [investor@tpcsplc.com](mailto:investor@tpcsplc.com)

TRANSLATION

Lor khor. 05/2569

1 April 2026

**Notice of the 51<sup>st</sup> Annual General Meeting of Shareholders**

Messer: Shareholders of TPCS Public Company Limited.

Attachments:

1. Notice of Meeting with printed barcode (Please, bring on the meeting day).
2. Annual Report 2025 (Form 56-1 One Report) as QR Code comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2025 and SUSTAINABILITY REPORT 2025
3. Profile of the nominated candidate for the position of director.
4. The definition of "Independent Director"
5. Profiles of the Company Auditors Proposed for Appointment for the year 2026
6. Profiles of the independent directors proposed by the company to act as proxies for shareholders.
7. Copy of the company's Articles of Association relating to the Shareholders Meeting.
8. Documents and evidence of the attended person that must be presented before attending the meeting, and the regulations for the meeting.
9. The process of Registration for the Annual General Meeting of Shareholders.
10. Map of the venue for the Annual General Meeting of Shareholders.
11. Proxy Form B.
12. Privacy Notice of the Personal Data Protection

Whereas the Board of Directors, TPCS Public Company Limited (TPCS), has considered to hold the 51<sup>st</sup> Annual General Meeting of Shareholders on 28 April 2026, 10.00 hours at Mahanatee Auditorium Room 4<sup>th</sup> Floor, Kingbridge Tower No. 989 Rama 3 Road, Bangpongpan Sub-district, Yanawa District, Bangkok 10120. The Board of Directors has set the record date to determine the names of shareholders' right to attend the 51<sup>st</sup> Annual General Meeting of shareholders on 11 March 2026

The company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as Directors in advance during 1 – 31 December 2025 for the 51<sup>st</sup> Annual General Meeting of Shareholders. None of Shareholders proposes any agenda or nominates candidate to be elected as Director. Therefore, the company considers the following agendas:-

**AGENDA 1: To acknowledge the report of the Board of Directors for the past year.**

**Facts and reason:** The summary of the Company's performance during the year 2025 is shown in the Annual Report for the year 2025 (Form 56-1 One Report), which is provided herewith in Attachment No.2

**Comment of the Board:** Being consented to propose to the shareholders for acknowledgement.

**Voting resolution:** No voting required since this agenda is intended for acknowledgement purpose.

**AGENDA 2: To consider and approve the Financial Statements for the year ended 31 December 2025.**

**Facts and reason:** In compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and be audited and certified by the auditor prior to proposing for shareholders' approval.

**Comment of the Board:** It is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the financial statements as of 31 December 2025, which have been audited and certified by a licensed auditor and have been approved by the Audit Committee and the Board of Directors. The key points are summarized as follows:

(Unit : Million Baht)

Descriptions	Consolidated Financial Statements	Separate Financial Statements
Total Assets	3,004.95	2,978.47
Total Liabilities	253.49	245.53
Total Shareholders' Equity	2,751.46	2,732.94
Revenues from sales	1,298.53	1,252.57
Total Revenues from operation	1,325.25	1,253.04
Net Profit (Owners of the parent company)	90.60	89.18
Earnings Per Share (Baht)	0.84	0.83

Details are in the Financial Statements published in Annual Report 2025 (Form 56-1 One Report) (Attachment No.2)

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**AGENDA 3: To consider and approve the allocation of profit and dividend payment.**

**Facts and reason:** According to the dividend payment policy stipulated that dividends shall be paid at the rate of 0.25 Baht per share (Twenty-five Satang or representing 25% of Par Value) subject to company's performance and economic situation. For the year 2025, the company has net profit from Separate Financial Statements of 89.18 Million Baht, however the retain earnings of the company is sufficient for dividend payment allocation to the shareholders.

**Comment of the Board:** To propose to the shareholders' meeting, to approve the company reserve allocation and dividend payment as follows;

- Statutory reserve:** Not to seek further allocation for statutory reserve, since the company has fulfilled its statutory reserve to the level of 10% of its registered capital as required by law already.
- General reserve:** It is proposed to set aside general reserves for the stability of the company. In the amount of 4,458,876.77 Baht (Four million four hundred and fifty-eight thousand eight hundred and seventy-six Baht seventy-seven Satang).
- Dividend payment:** To propose dividend payment to the Shareholders' meeting for approval to pay a Dividend for the year 2025, at the rate of 0.70 Baht per share (Seventy Satang), a total of 75,600,000 Baht (Seventy five million six hundred thousand Baht), which comprises of 2 parts

1) 0.10 Baht per share (Ten Satang), will be paid out of net profits gained from corporate tax-exempted business (BOI).

2) 0.60 Baht per share (Sixty Satang), will be paid out of net profits gained from 20% corporate tax-paid business.

The record date to determine the names of shareholders, who are eligible to receive the dividend is on 8 May 2026. The dividend payment will be made on 22 May 2026.

The details comparison of the dividend payment, which complies with the dividend policy of the Company.

<b>Dividend description</b>	<b>2025</b>	<b>2024</b>
Net profit (Separate Financial Statements) (Million Baht)	89.18	5.58
Number of shares (Million shares)	108.00	108.00
Annual Dividend payment (Baht/share)	0.70	0.25
Total dividend payments (Million Baht)	75.60	27.00
Dividend ratio (Separate Financial Statements) (%)	84.77	484.29

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**AGENDA 4: To consider and elect the directors in replacement of those who retired by rotation.**

**Facts and reason:** In compliance with the Public Limited Companies Act and Clause 20, 21 of the Company's Articles of Association, an Annual General meeting of shareholder every time, the directors must be out of position in the amount rate of one / third (1/3). If the amount of directors not able to be divided into the three (3) parts, shall divide nearly into one / third (1/3) parts and the director being out of the position able to be re-elected. 4 Directors to be retired by rotation in this Meeting are as follows:

- |                 |                 |                      |
|-----------------|-----------------|----------------------|
| 1. Mr. Koravit  | Narongkananukul | Director             |
| 2. Mr. Somnuek  | Thungpukdee     | Director             |
| 3. Miss Sirikul | Dhanasarnsilp   | Director             |
| 4. Mr. Padoong  | Techasarintr    | Independent Director |

Furthermore, the company had granted the opportunity to the shareholders to propose agenda and nominate candidates to be elected as directors in advance for the 51<sup>st</sup> Annual General Meeting of Shareholders during 1-31 December 2025. None of shareholders either proposes or nominates candidate to be elected as Director.

Therefore, the Nomination Committee considers on an individual basis, While the interested person neither attend nor casted his vote. The Nomination Committee considered it appropriate for the Meeting of Shareholders to re- elect the retiring directors namely Mr. Koravit Narongkananukul, Mr. Somnuek Thungpukdee, Miss Sirikul Dhanasarnsilp, and Mr. Padoong Techasarintr to be the director for another term.

**Comment of the Board:** Since no shareholders nominated individuals for consideration as company directors, the Board of Directors, excluding the nominated directors, discussed and approved the proposal of the Nomination Committee. They deemed it appropriate to propose to the Annual General Meeting of Shareholders the re-election of

the following directors whose terms have expired: Mr. Koravit Narongkananukul, Mr. Somnuek Thungpukdee, Miss Sirikul Dhanasarnsilp, and Mr. Padoong Techasarintr, for another term. The nominated individuals have undergone the company's established selection process and possess the necessary qualifications and are deemed suitable for the company's business operations.

In this regard, Mr. Padoong Techasarintr has served as an Independent Director for more than 9 years. He possesses extensive knowledge and expertise in accounting and auditing, with experience that aligns with the Company's requirements. He remains capable of providing independent opinions that are beneficial to the Company. The Board of Directors has reviewed the matter and considers the nominee to be fully qualified in accordance with relevant laws and regulations pertaining to independent directors.

These nominated persons have passed the carefully screening processes of the Board of Directors. They are knowledgeable, competent and possess experiences in various professional fields. Their qualifications are as stipulated by law, related notifications and articles of association. As directors and members of Sub- Committees, their performances with their suggestions have benefited company and proven successfully.

Therefore, in the 51<sup>st</sup> Annual General Meeting of Shareholders, The Board of Directors then proposes the meeting to consider the appointment of directors individually. The list is as follows;

- |                 |                 |                      |
|-----------------|-----------------|----------------------|
| 1. Mr. Koravit  | Narongkananukul | Director             |
| 2. Mr. Somnuek  | Thungpukdee     | Director             |
| 3. Miss Sirikul | Dhanasarnsilp   | Director             |
| 4. Mr. Padoong  | Techasarintr    | Independent Director |

Enclosed please find the profiles of the persons nominated to be directors in replacement of those who retire by rotation are in Attachment No.3 and the definition for independent director complying with the requirements by The Capital Market Supervisory Board in Attachment No.4

**Voting resolution:** Based on majority votes of the shareholders present at the meeting and having voting rights.

**AGENDA 5: To consider and approve the remuneration of the Company's Directors.**

**Facts and reason:** In compliance with the Public Limited Companies Act and Clause 32 of the Company's Articles of Association, prohibit company to pay money or provide any other asset to any director except for the remuneration under their rights and other kind of benefit normally provided to those appointed as the Directors of the company. It also excludes the remuneration and welfare which Directors received as company's employees or staff.

The resolution of the Annual General Meeting of Shareholders in 2025 approved the annual remuneration amount of and not exceeds 15,000,000.- Baht (Fifteen million Baht), the company paid 6,914,000.- Baht (Six million nine hundred fourteen thousand Baht); comprising of compensation to directors of 5,200,000.- Baht (five million two hundred thousand Baht), meeting allowance including all sub-committees, who attended of 1,714,000.- Baht (One million seven hundred fourteen thousand Baht) to directors of the company.

For the year 2026, the Remuneration Committee has resolved to propose the annual remuneration amount of and not exceeds 15,000,000.- Baht (Fifteen million Baht) same as the last year. The structure of the directors' remuneration was proposed as follow:

	✓ 2026 (propose)	2025
<b>1. Annual remuneration</b>	paid to all directors, based on the consideration of the Remuneration Committee.	paid to all directors, based on the consideration of the Remuneration Committee.
<b>2. Meeting allowance paid to person attending the meeting.</b>		
2.1 For The Board of Directors	<u>Remains</u>	
- Chairman	12,000.- Baht/Meeting	12,000.- Baht/Meeting
- Director	10,000.- Baht/Meeting	10,000.- Baht/Meeting
2.2 For The Audit Committee		
<u>Monthly</u>	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
<u>Quarterly</u>	<u>Remains</u>	
- Chairman	60,000.- Baht/Meeting	60,000.- Baht/Meeting
- Director	30,000.- Baht/Meeting	30,000.- Baht/Meeting
2.3 For The Nomination Committee, The Remuneration Committee, The Corporate Governance and Sustainability and Risk Management Committee.	<u>Remains</u>	
- Chairman	10,000.- Baht/Meeting	10,000.- Baht/Meeting
- Director	8,000.- Baht/Meeting	8,000.- Baht/Meeting
<b>3. Other Benefits</b>	None	None

Whereas above remuneration criteria need to receive approval from the Board of Directors, and cannot exceed the amount approved by the shareholders' meeting.

**Comment of the Board:** It was agreed with the Remuneration Committee's proposal to propose the amount of and not exceed 15,000,000.-Baht (Fifteen million Baht) per annum (same as last year) to propose to the Annual General Meeting of Shareholders. The proposal was considered with the performances of the company and directors as well as the authority, duty and responsibility of the directors to comply with corporate governance, anti-corruption and policy making for the company to cope with fast changing business environment and regulations. Furthermore, the Board of Directors had also considered the amount paid in the past year and compared with others in the same industry.

**Voting resolution:** This agenda requires not less than two-thirds of the total votes of the shareholders present at the meeting.

**AGENDA 6: To consider and appoint the auditors and fix the audit fees.**

**Facts and reason:** In compliance with the Public Limited Companies Act and Clause 49, 50 of the Company's Articles of Association, an auditor must not be a director, employee, hired worker or holder of any position in the company. The auditor shall be appointed in the Annual General Meeting of Shareholders every year and is eligible to be re-elected.

In 2025, the auditor who has authorized signature in the Financial Statements of the company is Mrs. Kwunjai Kiatgungwalgri, C.P.A. No. 5875, the office of Nexia ASV (Thailand) Co., Ltd. The audit fee and other fee was 1,025,000.-Baht (One million twenty-five thousand Baht).

In 2026, the Audit Committee has considered and proposed the appointment of an independent person to act as the company's auditor including considering the remuneration of the auditor which can be considered based on independence, performance, professional standards and qualifications in accordance with the regulations of the company. And the Office of the Securities and Exchange Commission by proposing a list of auditors from Nexia ASV (Thailand) Co., Ltd. as auditors for the year 2026, which includes audit fees and other fees the total amount of 1,065,000.-Baht (One million sixty-five thousand Baht)

**Comment of the Board:** It is agreed to the Audit Committee selection and proposal. It should propose to the Annual General Meeting of Shareholders for approval are as follow;

1) Appoint the auditor of TPCS Public Company Limited for the year 2026.

1. Mrs. Kwunjai Kiatgungwalgri, certified public accountant no. 5875 or  
(signature in the Financial Statements of the company since 2025– Present)
2. Mr. Prasitporn Kesama, certified public accountant no. 9910 or  
(signature in the Financial Statements of the company since 2020 – 2024)
3. Mr. Anusorn Kiatgungwalgri, certified public accountant no. 2109 or
4. Mr. Satis Kiatgungwalgri, certified public accountant no. 9760 or
5. Miss Juthamas Kraikittiwut, certified public accountant no. 9356 or
6. Miss Boonpen Likitvarin, certified public accountant no. 8668 or
7. Mrs. Porntip Lertthanongsak, certified public accountant no. 7633

Auditors from the office of Nexia ASV (Thailand) Co., Ltd. to be the company auditor for the year 2025 by stipulating that any of the auditors has authority to audit and express opinion on the company's financial statements.

The above auditors do not have any relationship and/or any interest with the company, subsidiaries, executives, major shareholders, or related parties in any way. The information of the auditors and the independence of the nominated auditors has appeared in the Attachment No. 5

2) Approve the company's audit fees for the year 2026.

As for the remuneration of the auditor, the audit committee has compared the job quantity and the remuneration fee compared with the audit fee of the other Listed Companies in the same level is reasonable, which has audit fees and other fees in the total amount of 1,065,000.- Baht (One Million sixty-five thousand Baht) with the remuneration of the auditor as follows:

<b>Audit fees and other fees of TPCS</b>	<b>✓ (propose) 2026 (Baht)</b>	<b>2025 (Baht)</b>
1. Quarter 1,2,3 audit fee	315,000.-	315,000.-
2. Annual audit fee ended 31 December	650,000.-	650,000.-
<b>Total audit fees</b>	<b><u>965,000.-</u></b>	<b><u>965,000.-</u></b>
<u>Other Fee</u>		
Audit fee (under BOI Condition) limit not exceeding	100,000.-	100,000.-
<b>Grand Total</b>	<b><u>1,065,000.-</u></b>	<b><u>1,065,000.-</u></b>

3) Acknowledge the audit fee for the year 2026 of the subsidiary company 2 companies use the same auditing firm, Nexsia ASV (Thailand) Co., Ltd. with the subsidiary company being responsible for the audit fees. The details are as follows:

<b>Audit fees of the subsidiaries</b>	<b>2026 (Baht)</b>	<b>2025 (Baht)</b>
- Number of subsidiaries	2 Companies	3 Companies
- Amount of fee	381,000.-	451,000.-
<b>Total audit fees of the subsidiaries</b>	<b><u>381,000.-</u></b>	<b><u>451,000.-</u></b>

The audit fees of subsidiaries for the year 2026 are subject to change pursuant to the actual number of subsidiaries and/or actual workload during the year. The above audit fees excluded non-audit fees.

**Voting resolution:** This agenda requires majority votes of the shareholders present at the meeting and having voting rights.

**AGENDA 7: To consider other agenda (If any)**

The shareholders are all invited to attend the meeting on the date, time and venue indicated above. The registration for meeting attendance shall open 2 hours before the meeting commencement, starting from 8.00 hours onwards.

Shareholders, who have questions related to any agenda of the Annual General Meeting of Shareholders, are able to send questions in advance at E-mail: [investor@tpcsplc.com](mailto:investor@tpcsplc.com) or by registered mail, below detail within 23 April 2026. Please specify the name, address, and telephone number which is able to contact. The Corporate Secretary shall collect the questions submitted by shareholders before further submission to the Managing Director and/or the Board of Directors for consideration. The company will consider and may answer via email, or other channels before the meeting or at the meeting.

For your convenience, if you are unable to attend the meeting and desire to appoint a person to attend the meeting and vote on your behalf, please completely fill and sign Proxy Form B (Attachment No.11) or download Proxy Forms from the company's website [www.tpcsplc.com](http://www.tpcsplc.com)

Shareholders who desire to appoint the independent directors who were nominated, by the name as the authorized person from shareholders can look up Attachment No.6

You are kindly requested to submit the complete Proxy Form at least one day before the meeting by send to:  
Miss Amornrath Piriyanachoste (Corporate Secretary)  
TPCS Public Company Limited.  
489 Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120

The company will process registration with the barcode system. For registration convenience, shareholders and proxy please bring the documents and evidence of the attended person that must be presented before attending the meeting such as Notice of Meeting with printed barcode (Attachment No.1), Proxy Form B (Attachment No.11), with signature for the rights to attend the meeting on the meeting date.

By the order of the Board of Directors

Your Sincerely,

*Miss Amornrath Piriyanachoste*

.....  
(Miss Amornrath Piriyanachoste)

Corporate Secretary

**Annual Report 2025 (Form 56-1 One Report)****QR Code Downloading Procedures.**

Annual Report 2025 (Form 56-1 One Report) comprised of Report of the Board of Directors, Financial Statements for the year ended 31 December 2025 and SUSTAINABILITY REPORT 2025.

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders and the Annual Report 2025 (Form 56-1 One Report) in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

<b><u>For iOS System</u></b> (for iOS 11 onwards) <b>or</b> <b><u>For Android System</u></b>	
<p>1. Open the camera on your smartphone. Point your camera at the QR code to scan the QR code. A notification will pop-up on screen. Click on the notification to open the website link.</p> <p><b>Remark:</b> In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as “QR Code Reader” “Facebook” or “Line Application”.</p>	
<p>2. Open <b>Facebook</b> on your smartphone. From the search bar, type “qr code” to scan the QR code and open the website link. <b><u>Or</u></b></p>	
<p>3. Open application <b>Line Application</b>. You can use the search bar on the Home, Chats, or News tab (Line Today).</p>	
<p><u>From the search bar:</u></p> <ul style="list-style-type: none"> <li>• Tap the <b>QR code</b> icon on the right side of the search bar.</li> <li>• Tap <b>Scan QR code</b>.</li> </ul>	<p><u>From profile settings:</u></p> <ul style="list-style-type: none"> <li>• Tap the <b>Home</b> tab &gt; <b>Settings</b> &gt; <b>Profile</b>.</li> <li>• Tap <b>My QR code</b>.</li> <li>• Tap <b>Scan QR code</b>.</li> </ul>
<p><u>From the add friends screen:</u></p> <ul style="list-style-type: none"> <li>• Tap the <b>Home</b> tab &gt; the add friends icon at the top right.</li> <li>• Tap <b>QR code</b>.</li> </ul>	

TRANSLATION**Profile of the nominated persons to be directors in replacement of those who retire by rotation**

**Name** : Mr. Koravit Narongkananukul

**Age** : 34 years

**Nationality** : Thai

**Education** : Ph.D. Candidate of Science level Business, Technology and Innovation Management Program Chulalongkorn University.  
: Master's Degree MBA Global Business Administration, Coventry University, UK.  
: Bachelor's Degree, Faculty of Engineering Department of Civil Engineering Kasetsart University.

**Director Seminar Program** : By Thai Institute of Directors Association (IOD)  
- Director Certification Program (DCP) 353/2024

**Director Nomination Type** : Company's Director who was considered by the Nomination Committee and the Board of Directors

**Position in Company** : Managing Director, Director, Member of the Nomination Committee, Executive Board Member and Marketing Manager

**Date of appointment as Director** : 27 April 2021

**Year of Being Company's Director** : 5 Years

**Experience**

Period	Position	Department / Company
2024-Present	Director	I.C.C. International PLC.
2023-Present	Managing Director	TPCS PLC.
2022-2025	Commissioner	PT. Dynic Textile Prestige
2021-Present	Managing Director	TPCX Co., Ltd.
2021-Present	Director	TPCS PLC. (Former: Textile Prestige PLC.)
2020- Present	Executive Director	TPCS PLC. (Former: Textile Prestige PLC.)
2019-Present	Senior Marketing Manager	TPCS PLC. (Former: Textile Prestige PLC.)

**Director / Executive positions in other businesses**

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business / Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
1	Director/ I.C.C. International PLC.	6	1	- Managing Director/ TPCX Co., Ltd. : Subsidiary Company

**Shareholding (including shares held by spouse and under-aged children)** 979,370 shares = 0.91%

**Meeting Attendance in 2025** : The Shareholders' Meeting 1/1 Time  
: The Board of Directors' Meeting 6/6 Times  
: The Nomination Committees' Meeting 1/1 Time  
: The Executive Boards' Meeting 12/12 Times

**Specialist** : Marketing and Management

**Prohibited Characteristic** : No record of criminal charges in relation to offence relating to property

**Profile of the nominated persons to be directors in replacement of those who retire by rotation**

**Name** : Mr. Somnuek Thungpukdee  
**Age** : 60 Years  
**Nationality** : Thai  
**Education** : Bachelor's Degree in Engineering,  
 Khon Kaen University  
**Director Seminar Program** : By Thai Institute of Directors Association (IOD)  
 - Director Certification Program (DCP) 363/2024  
**Director Nomination Type** : Director who was considered by the Nomination Committee and the Board of Directors  
**Position in Company** : Director, Member of the Corporate Governance and Sustainability and Risk Management Committee, Executive Board Member, Factory Manager and Acting Business Department Manager  
**Date of appointment as Director** : 12 November 2018  
**Year of Being Company's Director** : 8 Years



**Experience**

Period	Position	Department / Company
2018 - Present	Director Acting Business Manager	TPCS PLC. (Former: Textile Prestige PLC.) TPCS PLC. (Former: Textile Prestige PLC.)
2024 - 2025	Vice President Director	PT. Dync Textile Prestige
2025 - Present	Director	TPCNIC Co., Ltd
2011 - Present	Executive Director	TPCS PLC. (Former: Textile Prestige PLC.)
2010 - Present	Factory Manager	TPCS PLC. (Former: Textile Prestige PLC.)

**Director / Executive positions in other businesses**

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business / Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
-None-	-None-	1	1	- Director / TPCNIC Co., Ltd. : Subsidiary Company

**Shareholding (including shares held by spouse and under-aged children)** 150 shares = 0.00 %

**Meeting Attendance in 2025** : The Shareholders' Meeting 1/1 Time  
 : The Board of Directors' Meeting 6/6 Times  
 : The Corporate Governance and Sustainability  
 and Risk Management Committees' Meeting 3/3 Times  
 : The Executive Directors' Meeting 10/12 Times

**Specialist** : Production Management and Engineering

**Prohibited Characteristic** : No record of criminal charges in relation to offence relating to property

**Profile of the nominated persons to be directors in replacement of those who retire by rotation**

**Name** : Miss Sirikul Dhanasarnsilp  
**Age** : 79 Years  
**Nationality** : Thai  
**Education** : Master's Degree in Business Administration, Thammasat University.  
 : Bachelor's Degree in Economics, Thammasat University.



**Director Seminar Program** : By Thai Institute of Directors Association (IOD)  
 - Director Accreditation Program (DAP) 3/2003  
 - Director Certification Program (DCP) 68/2005

**Director Nomination Type** : Company's Director who was considered by the Nomination Committee and the Board of Directors

**Position in Company** : Director and Chairman of the Remuneration Committee

**Date of appointment as Director** : 21 July 1987 (Date the company was listed on the Stock Exchange of Thailand.)

**Year of Being Company's Director** : 39 Years

**Experience**

Period	Position	Department / Company
2016-2026	Director	Saha Pathana Inter-Holding PLC.
2022-Present	Chairman	Wacoal Maesot Co., Ltd.
2019-Present	Director	KingBridge Tower Co., Ltd.
2004-2017	Vice Chairman	Thai Wacoal PLC.

**Director / Executive positions in other businesses**

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business /Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
1	Director - Saha Pathana Inter-Holding PLC.	20	-None-	-None-

**Shareholding (including shares held by spouse and under-aged children)** 498,120 shares = 0.46%

**Meeting Attendance in 2025** : The Shareholders' Meeting 1/1 Time  
 : The Board of Directors' Meeting 6/6 Times  
 : The Remuneration Committees' Meeting 2/2 Times

**Specialist** : Business Administration

**Prohibited Characteristic** : No record of criminal charges in relation to offence relating to property

**Profile of the nominated persons to be directors in replacement of those who retire by rotation**

**Name** : Mr. Padoong Techasarintr

**Age** : 86 Years

**Nationality** : Thai

**Education** : Bachelor's Degree in Accounting and Commerce, (Bachelor of Accountancy) Thammasat University.

**Director Seminar Program** : By Thai Institute of Directors Association (IOD)  
 - Role of the Chairman Program (RCP) 6/2001  
 - Director Accreditation Program (DAP) 4/2003  
 - Director Certification Program (DCP) 55/2005  
 - Audit Committee Program (ACP) 22/2008  
 - Monitoring the Internal Audit Function (MIA) 3/2008  
 - Monitoring the system of Internal Control and Risk Management (MIR) 5/2009

**Director Nomination Type** : Independent Director who was considered by the Nomination Committee and The Board of Directors.

**Position in Company** : Independent Director, Chairman of the Audit Committee, Member of the Corporate Governance and Sustainability and Risk Management Committee and Member of the Remuneration Committee

**Date of appointment as Director** : 26 April 1999

**Year of Being Company's Director/ ID** : 27 Years



**Experience**

Period	Position	Department / Company
2018 - Present	Independent Director and Chairman of the Audit Committee	CP ALL PLC.
1993 - 2021	Independent Director and Chairman of the Audit Committee	THE LANNA RESOURCES PLC.
1994 - 2021	Independent Director and Chairman of the Audit Committee	THANULUX PLC.
1995 - 1998	Executive Director	Siam City Bank Public Co., Ltd.
1994 - 1995	Director – Vice President	Siam City Bank Public Co., Ltd.

**Director / Executive positions in other businesses**

Other Listed Companies		Other Companies (Non-Listed Companies)	Position in Company Business / Related to Company's Business	
Qty.	Position / Company name		Qty.	Position / Company name
1	Independent Director and Chairman of the Audit Committee - CP ALL PLC.	-None-	-None-	-None-

<b>Name</b>	<b>: Mr. Padoong Techasarintr</b>
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<b>Shareholding (including shares held by spouse and under-aged children)</b>	-None- = 0%
<b>Meeting Attendance in 2025</b> : The Shareholders' Meeting	1/1 Time
: The Board of Directors' Meeting	6/6 Times
: The Audit Committees' Meeting	12/12 Times
: The Corporate Governance and Sustainability and Risk Management Committees' Meeting	3/3 Times
: The Remuneration Committees' Meeting	2/2 Times
<b>Specialist</b> : Accounting and auditing	
<b>Prohibited Characteristic</b> : No record of criminal charges in relation to offence relating to property	

**Information for consideration of appointment of Independent Directors**

<b>Being /not being vested interests with any following items with company / parent company/ subsidiary company and associated company or juristic persons with potential conflicts of interest at present or during the past two years</b>	
- being / not being a director who take part in the management, an officer, employees or advisor who receives regular salary	- None -
- being / not being professional service providers (e.g., auditors, legal advisors)	- None -
- having / not having material business relationships with company that may affect their independence (e.g., buying / selling of raw materials / goods / services / lending and borrowing)	- None -
- being / not being close relatives to management or major shareholders of company and its subsidiaries	- None -
- being / not being a director who was promoted for to be nominee of company or major shareholders or shareholders who's connected person of major shareholders	- None -

TRANSLATION

**The Definitions of “Independent Director”**

The company has given the definition of each "Independent Director" of the company equal to the announcement of the Capital Market Supervisory Board as follows:

- (1) Holding shares not exceeding one percent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- (2) Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the company;
- (3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company;
- (4) Neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director.

The term ‘business relationship’ under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall

include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- (5) Neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director;
- (6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment as an independent director;
- (7) Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder;
- (8) Not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company;
- (9) Not having any other characteristics which cause the inability to express independent opinions with regard to the company's business operations.

After being appointed as independent director with the qualifications under (1) to (9), the independent director may be assigned by the board of directors to take part in the business decision of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, provided that such decision shall be in the form of collective decision.

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TRANSLATION**Profiles of the Company Auditors Proposed for Appointment for the year 2026**

<b>1. Mrs. Kwunjai Kiatgungwalgri</b>	
<b>Certified public accountant registration number</b>	5875
<b>Audit firm</b>	Nexia ASV (Thailand) Co., Ltd.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Bachelor of Science in Accounting, Thammasat University</li> <li>- Master of Professional Accounting, University of Texas at Austin CPA (Texas, USA)</li> </ul>
<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Audit Senior Ernst &amp; Young Office Limited</li> <li>- Assistant Auditor Deloitte and Touche (Houston, Texas)</li> <li>- Officer, Merger &amp; Acquisition, Corporate Governance Department The Securities and Exchange Commission, Thailand</li> <li>- Managing Partner Nexia ASV (Thailand) Co., Ltd.</li> </ul>
<b>Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons</b>	- None -

<b>2. Mr. Prasitporn Kesama</b>	
<b>Certified public accountant registration number</b>	9910
<b>Audit firm</b>	Nexia ASV (Thailand) Co., Ltd.
<b>Education</b>	<ul style="list-style-type: none"> <li>- Bachelor of Business Administration in Accounting, Ramkhamhaeng University</li> <li>- Master of Business Administration in Finance and Banking, Ramkhamhaeng University</li> </ul>
<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Partner Nexia ASV (Thailand) Co., Ltd.</li> </ul>
<b>Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons</b>	- None -

### Profiles of the Company Auditors Proposed for Appointment for the year 2026

<b>3. Mr. Anusorn Kiatgungwalgri</b>	
<b>Certified public accountant registration number</b>	2109
<b>Audit firm</b>	Nexia ASV (Thailand) Co., Ltd.
<b>Education</b>	- Bachelor of Science in Accounting, Thammasat University
<b>Work experiences</b>	- Audit Manager Turquand Young & Co  - Senior Partner Nexia ASV (Thailand) Co., Ltd.
<b>Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons</b>	- None -

<b>4. Mr. Satis Kiatgungwalgri</b>	
<b>Certified public accountant registration number</b>	9760
<b>Audit firm</b>	Nexia ASV (Thailand) Co., Ltd.
<b>Education</b>	- Bachelor of Science in Accounting, Thammasat University  - Master of Professional Accounting, University of Sydney
<b>Work experiences</b>	- Audit Assistant Ernst & Young Office Limited  - Senior Accounting Manager KT ZMICO Securities Company Limited  - Assistant Vice President International Engineering Public Company Limited  - Partner Nexia ASV (Thailand) Co., Ltd.
<b>Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons</b>	- None -

**Profiles of the Company Auditors Proposed for Appointment for the year 2026**

<b>5. Miss Juthamas Kraikittiwut</b>	
<b>Certified public accountant registration number</b>	9356
<b>Audit firm</b>	Nexia ASV (Thailand) Co., Ltd.
<b>Education</b>	- Bachelor of Accounting, Thammasat University - Master of Master of Accountancy, Chulalongkorn University
<b>Work experiences</b>	- Director Ernst & Young Office Limited - Partner Nexia ASV (Thailand) Co., Ltd.
<b>Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons</b>	- None -

<b>6. Miss Boonpen Likitvarin</b>	
<b>Certified public accountant registration number</b>	8668
<b>Audit firm</b>	Nexia ASV (Thailand) Co., Ltd.
<b>Education</b>	- Bachelor of Accounting and Finance, Thammasat University - Master of Information Technology, Thonburi University
<b>Work experiences</b>	- Senior Manager KPMG Thailand - Partner Nexia ASV (Thailand) Co., Ltd.
<b>Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons</b>	- None -

**Profiles of the Company Auditors Proposed for Appointment for the year 2026**

<b>7. Mrs. Porntip Lerthanongsak</b>	
<b>Certified public accountant registration number</b>	7633
<b>Audit firm</b>	Nexia ASV (Thailand) Co., Ltd.
<b>Education</b>	- Bachelor of Accounting, Chulalongkorn University
<b>Work experiences</b>	- Lead Service Client Director Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd - Audit Partner AST Master Co., Ltd. - Partner Nexia ASV (Thailand) Co., Ltd.
<b>Relationship or interest of transaction with the company, subsidiary companies, executives, major shareholders or the connected persons</b>	- None -

TRANSLATION**Profiles of the independent directors proposed by the company to act as proxies for shareholders.**

- 1. Name** - **Dr. Utid Tamwatin**
- Type of Director** - Independent Director, Member of the Audit Committee  
- Member of the Corporate Governance and Sustainability and Risk Management Committee  
- Member of the Nomination Committee  
- Member of the Remuneration Committee
- Age** - 77 Years
- Nationality** - Thai
- Address** - 13 Soi Inthamara 40, Khwaeng/Khet Din Daeng, Bangkok  
10400



**Having /not having special interest that is different from other directors in every agenda proposed at this AGM meeting** - Agenda 1 – Agenda 7 not having special interest

- 2. Name** - **Dr. Pisit Leeahtam**
- Type of Director** - Independent Director, Member of the Audit Committee  
- Chairman of the Corporate Governance and Sustainability and Risk Management Committee.
- Age** - 75 Years
- Nationality** - Thai
- Address** - 890/395 Rama 3 Road, Khwaeng Bangpongpan, Khet Yannawa, Bangkok  
10120



**Having /not having special interest that is different from other directors in every agenda proposed at this AGM meeting** - Agenda 1 – Agenda 7 not having special interest

- 3. Name** - **Asst. Prof. Dr. Jirada Petaibanlue**
- Type of Director** - Independent Director, Member of the Audit Committee
- Age** - 49 Years
- Nationality** - Thai
- Address** - 68/18 Rama VI Road, Khwaeng Phaya Thai, Khet Phaya Thai,  
Bangkok 10400



**Having /not having special interest that is different from other directors in every agenda proposed at this AGM meeting** - Agenda 1 – Agenda 7 not having special interest

TRANSLATION

**Copy of the Articles of Association concerning the Shareholders' Meeting**

**of**

**TPCS PUBLIC COMPANY LIMITED.**

**Shareholders' Meeting.**

**Clause 33** The Board of Directors shall arrange a shareholders' meeting within four (4) months since the ending date of the fiscal year of the company.

Any meeting other than the said shall be called an extraordinary shareholders' meeting.

The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within the such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph four. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph five, the number of the shareholders presented does not constitute quorum as prescribed by no.36 and no.37, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

**Clause 34** The summon of the shareholders' meeting, the Board of Directors must provide the meeting appointment letter, specifying the place, date, time, agenda, and subject which will be presented to the meeting, as well as the details appropriately, by clearly specifying the presenting subject to acknowledge, obtain an approval or consider in any case, including the opinion of the Board of Directors of the said subject, and send to the shareholders and registrar acknowledging of the said not less than seven (7) day before the meeting date. In addition, must publish on the said meeting appointment in the newspaper or electronic media according to the criteria set by the registrar continuing for the period of three (3) days and not less than three (3) days before the meeting date.

The place of meeting as the first paragraph must be held in the head office location area of the company or any other places in the Kingdom. In the case of a meeting via electronic media. The location of the company's head office shall be considered the location of the meeting.

- Clause 35** The Board of Directors must send the document as specified by law to the shareholders as well as the annual meeting appointment letter.
- Clause 36** The shareholders' meeting must have the shareholders and proxy persons from the shareholders (if any) participated not less than twenty-five (25) persons or not less than half (1/2) of the total amount of shareholders and the shares must be counted all together not less than one / third (1/3) of all the selling shares in order to form the quorum unless specified by law otherwise in any particular case.
- Clause 37** Any of the shareholders' meeting, when the appointed time comes to pass for one (1) hour, the number of shareholders whom participation being not completed for the form of quorum as specified by Item 36. If the shareholders' meeting has been summoned by the shareholders requested, the meeting will be dismissed. If the shareholders' meeting has not been summoned by the shareholders requested, the meeting shall be adjourned and reappointed, and must resend the appointment letter to the shareholders not less than seven (7) days before the meeting date. In this regard, the next occasion of the meeting shall not subject to the form of quorum.
- Clause 38** The chairman of the meeting shall be chair. In case of the chairman was absent or incapable performance, if any have the vice of chairman shall be chair, if not or if any but incapability, the participating directors shall select the one among of them to be the meeting's chairman.
- Clause 39** The chairman of the shareholders' meeting is responsible for controlling the meeting to be complied with the Articles of Association of the company herein regarding the subject of the meeting. In this regard, must perform the meeting compliance with the agenda respectively which specified in the meeting's appointment letter unless the meeting has resolved to change the agenda respectively by the votes not less than two / third (2/3) of the total amount of shareholders participation.

When the meeting has completely considered as the first paragraph, the shareholders whose shares being counted not less than one / third (1/3) of all the selling shares, may request the meeting considered the other subjects than the specification in the meeting appointment letter.

In the case of the meeting has not completely considered as the first paragraph or not completely considered as the presenting subjects of the shareholders as the second paragraph in any cases and need to adjourn to the next consideration, the meeting must define both the place, date and time of the next meeting and the Board of Directors must send the meeting appointment letter which specified both the place, date, time and agenda to the shareholders not less than seven (7) days before the meeting date. In addition, must publish on the said meeting appointment in the newspaper or electronic media according to the criteria set by the registrar continuing for the period of three (3) days and not less than three (3) days before the meeting date.

- Clause 40** All shareholders have the rights to be participation on the shareholders' meeting whether any types of the shareholders' meeting.
- Clause 44** The annual ordinary meeting in order to consider on the business as follows:
- (1) The report of the trading business in the past year.
  - (2) The approval consideration for balance sheet and profit and loss account.
  - (3) Consideration for income appropriation.

- (4) Consideration for the new director elections instead rotations.
- (5) Consideration for an auditor and determining his remuneration.
- (6) Other considerations.

**Authorize proxy to attend the General Meeting of Shareholder and Shareholder rights to vote.**

**Clause 41** The shareholders will proxy to the other persons entering into the meeting and acting the vote for them and the proxier must deliver the proxy letter to the chairman of the Board of Directors or the person that the Board of Directors chairman defined the meeting place prior to the proxier will enter into the meeting. The proxy letter shall be complied with the form specified by the registrar under the law regarding the subject of Public Company Limited.

**Clause 42** Any of the shareholders who have been specially staked in any subject which the meeting will have resolved, such shareholder shall not have the rights to vote on the said subject unless the vote of director elections.

In case of the vote being a tie, the chairman shall exercise his casting vote.

**Clause 43** Regarding the vote will be counted on one share as one vote.

The shareholders' meeting resolutions must consist with the vote as follows:

- (1) In case of normal, must be held on the majority votes of the shareholders participation and have the rights of vote. If the vote being a tie, the chairman shall exercise his casting vote.
- (2) In case as follows shall be held on the votes not less than three / forth (3/4) of the total votes of shareholders participation
  - a. Sales or business transference of the company wholly or partially which was important to the others.
  - b. Purchase or accept business transference of other companies or private companies belong to the company.
  - c. Conducting, amendment or dismissal of the contract related in the leasing on the company business wholly or partially which was important, assignment to other persons for management on the business operation of the company or merger business together with the other persons with the sharing purpose of the profits and loss.
  - d. Additional amendment in the Memorandum of Association or the Articles of Association.
  - e. Capital increasing or decreasing of the company or debenture issuance.
  - f. Merger or dismissal of the company.

**Dividend Payment**

**Clause 55** The divided other than profits is subjected to prohibitions. In the event that the company has been remained of the accumulated loss, the dividend is subjected to.

**Clause 56** The dividend payment must be paid by the amount of shareholding and divided equally.

The dividend payment must be performed within one (1) month since the date of the shareholders' meeting or resolved by the Board of Directors, in any case. In addition, must notify by letter and send to the shareholders, and publish on the said dividend payment in the newspaper or electronic media according to the criteria set by the registrar continuing for the period of three (3) days.

**Clause 57** The Board of Directors may pay occasionally an interim of the dividend to the shareholders when consider that the company is profitable enough to do so, and when the dividend is already paid must report to the shareholders' meeting acknowledging on the next meeting.

**Clause 58** The company must allocate the annual net profits as the reserve funds at least one / twentieth (1/20) of the annual net profits deducting from the accumulated losses brought forward until such reserve funds have been amounted to one / tenth (1/10) of the amount of registered capital of the company. When such reserve has been approved by the shareholders' meeting, the company may transfer of other reserve funds, reserve funds by law and exceed from the shares value respectively, compensate for the accumulated loss of the company.

**Qualification, Election and Term Expiration of Directors.**

**Clause 18** The Board of Director shall have at least five (5) directors and not less than half (1/2) of total amount directors whose residence located in the kingdom.

The Board of Directors must elect one among of them to be the chairman. In this regard, the Board of Directors has properly considered electing one among of them or more to be the vice of chairman. The vice of chairman is required by the company articles herein when the chairman has given an assignment.

Must be jointly signed the signature of two directors binding the company and seal affixed of the company's stamp.

The Board of Directors may determine the authorized director's name who bearing the company and seal affixing of the company.

**Clause 19** The directors is an ordinary person and:

- (1) Legal age.
- (2) Not to be the person of bankruptcy, incompetent or quasi-incompetent.
- (3) Never been imprisonment by the final judgment, penalty charged of property committing by fraud.
- (4) Never been deprivation or dismissal from the government or state organization or governmental units charged of corruptions.

**Clause 20** The directors must be elected by the shareholders' meeting according to the regulations and methodologies as follows:

- (1) A shareholder has one share and equal to one vote.
- (2) Each shareholder must apply all the vote according to Item (1), to elect only one or more to be directors but shall not be divided of the vote to any others or how much.
- (3) The person who granted the subordinate maximum votes has been elected to be the director as the amount of directors that the shareholders' meeting must elect. In case of the person who granted the subordinate votes, being a tie over than the amount of directors that the shareholders' meeting must elect, the chairman shall exercise his casting vote.

**Clause 21** An annual ordinary shareholder's meeting every time, the directors must be out of position in the amount rate of one / third (1/3). If the amount of directors not able to be divided into the three (3) parts, shall divide nearly into one / third (1/3) parts.

The directors, who will be out of the position of the first and second years, after the company has been registered, may elect by lot-drawing. Any other years thereafter, the directors who being longest tenure shall be out of the position.

The director being out of the position able to be re-elected.

**Clause 30** The directors are not allowed to engage the same types of business and competitive to the company or become partner in the ordinary partnerships or unlimited liabilities in partnerships or being director of the private companies or other companies which are the same types and competitive to the business operation of the company whether with benefits of himself or other persons unless prior informed before the appointing resolutions to the shareholders' meeting.

**Remuneration of the Board Directors.**

**Clause 32** The company is not allowed to pay for or any other properties to the directors unless for compensation according to the rights and benefits repayment by other means regularity as the directors of the company such as salary, meeting chips, allowance, insurance, pension, bursary, reward, medical treatment expenses, fuel fee, vehicle, accommodation expenses.

The statement above paragraph, excluding the compensation or welfare which the directors obtained as the status of officer or employee of the company.

**Qualification/Appointment of the Auditor, Determination the Remuneration of an Auditor and Attendance**

**The General Meeting of Shareholders.**

**Clause 49** The auditor shall not be the director, officer, employee or any designations of the company.

**Clause 50** The auditor shall be elected every year by the shareholders' ordinary meeting. The auditor who was terminated from the position able to be re-elected.

**Clause 51** The auditor shall be compensated by the shareholders' meeting specification.

**Clause 54** The auditor has responsible for the meeting participations of the shareholders' meeting every time when consideration on the balance sheet and profit and loss account, and problems related in the company account, in order to explain the auditing to the shareholders, and the company must also deliver the report and document of the company which the shareholders should be received by the said shareholders' meeting to the auditor.

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**Remarks:** This English translation does not carry any legal authority. Only the original text in Thai has legal force.

## TRANSLATION

### **Documents and evidence of the attended person that must be presented before attending the meeting and regulations for the meeting.**

The registration of the 51<sup>st</sup> Annual General Meeting of Shareholders of TPCS Public Company Limited will process with barcode system. For your convenience in registration, shareholders and authorized persons who will attend the meeting, please bring a “Notice of Meeting with printed barcode” on the meeting day.

#### **1. Documents of the attended person must present before attend the meeting.**

##### **1.1 Person**

- (1.1.1) The shareholder who will attend the meeting by himself/herself is required to present an I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.
- (1.1.2) If the shareholders have appointed an authorized person to attend the meeting,
- (1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, or Form B and duly executes only one of two Proxy Forms, alternatively you may download from the company’s website ([www.tpcsplc.com](http://www.tpcsplc.com)) and shall completely fill and sign of Grantor and Proxy.
  - (2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

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

- (1.2.1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A or Form B and duly executes only one of two Proxy Forms, alternatively you may download from the company’s website ([www.tpcsplc.com](http://www.tpcsplc.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by the authorized person to act for the juristic person and affix with the seal of the company (if any).
- (1.2.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

#### **1.3 The shareholders are the foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.**

- (1.3.1) Please use the Proxy Form in a printed form attached with the Notice of the meeting or the printed form specified by the Ministry of Commerce Form A, Form B or Form C and duly execute only one of three Proxy Forms, alternatively you may download from the company’s website ([www.tpcsplc.com](http://www.tpcsplc.com)) and shall completely fill and sign of Grantor and Proxy. The Grantor shall sign by authorized person to act for the custodian. The evidences attached with Proxy Form are as follows:
- (1) The power of attorney from shareholder assigned to custodian to sign in the Proxy Form.
  - (2) The Confirm Letter to confirm that the person who signs in the Proxy Form get the consent to do the custodian business.
- (1.3.2) The proxy is required to present I.D. Card or Government Officer Card or Passport to the officer for registration of attendance.

#### **2. The regulations for the meeting**

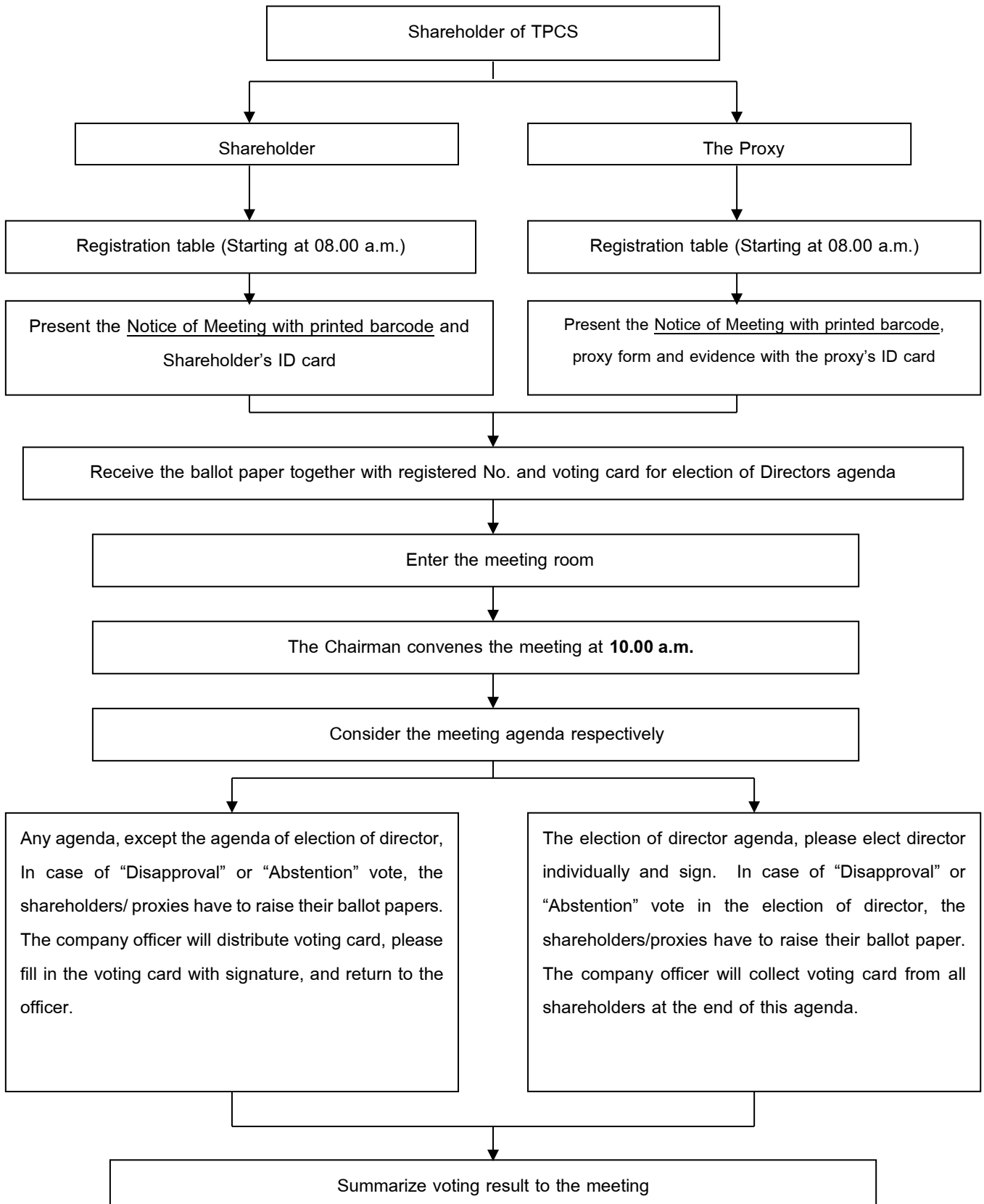
- 2.1 In the Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

## TRANSLATION

The process of Registration for the 51<sup>st</sup> Annual General Meeting of Shareholders

## TPCS Public Company Limited

Tuesday 28 April 2026



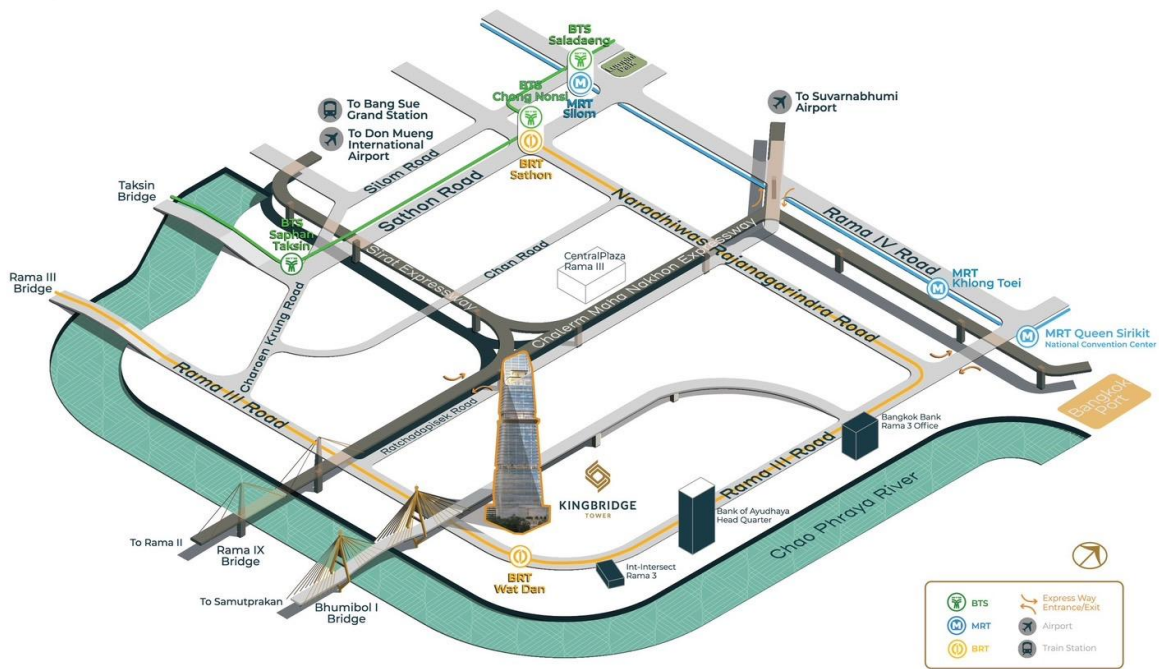
TRANSLATION

**Map of the venue for the 51<sup>st</sup> Annual General Meeting of Shareholders**

Kingbridge Tower No. 989 Rama 3 Road, Bangpongpang Sub-district, Yannawa District, Bangkok.

Tel. 087-585-8888

Bus No. 205 and BRT- Wat Dan Station.



**TPC<sup>+</sup>S**  
PUBLIC COMPANY LIMITED

**PROXY FORM B**

Written at \_\_\_\_\_

Date \_\_\_ Month \_\_\_\_\_ Year \_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) being a shareholder of **TPCS Public Company Limited**

holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;

ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ Age \_\_\_\_\_ Years  
 with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) Dr. Utid Tamwatin Age 77 Years  
 with address at 13 Road Soi Inthamara 40 Sub-District Din Daeng  
 District Din Daeng Province Bangkok Postal Code 10400 or

(3) Dr. Pisit Leeahtam Age 75 Years  
 with address at 890/395 Road Rama 3 Sub-District Bangpongpan  
 District Yannawa Province Bangkok Postal Code 10120 or

(4) Asst. Prof. Dr. Jirada Petaibanlue Age 49 Years  
 with address at 68/18 Road Rama VI Sub-District Phaya Thai  
 District Phaya Thai Province Bangkok Postal Code 10400

as only one of my / our proxy to attend and vote on my / our behalf at the 51<sup>st</sup> Annual General Meeting of Shareholders, to be held on 28 April 2026 at 10.00 a.m. at Mahanatee Auditorium Room 4<sup>th</sup> Floor, Kingbridge Tower No. 989 Rama 3 Road, Bangpongpan Sub-district, Yannawa District, Bangkok 10120. or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

**Agenda 1: To acknowledge the report of the Board of Directors for the past year.**

**Agenda 2: To consider and approve the Financial Statements for the year ended 31 December 2025.**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve

Disapprove

Abstain





- (6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.



Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remarks:**

1. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B. as enclosed.







## **Privacy Notice for the 51<sup>st</sup> Annual General Meeting of Shareholders**

TPCS Public Company Limited (“the Company”) is greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

### **1. The Collection of Personal Data**

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number, shareholders’ registration and information related to electronic systems access and usage such as E-mail, IP Address (in case of online access to the meeting).

The Company will record and broadcast images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect a copy of the shareholder’s personal identification card which may contain religious information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

### **2. The Collection of Personal Data**

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which means securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

### **3. Purposes for the collection, use, and disclosure of Personal Data**

The Company collects, uses, and discloses your Personal Data for the purposes to call the Annual General Meeting of Shareholders and to convene the Annual General Meeting of Shareholders as required by law. Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with the law to which the Company is subjected.

### **4. The Personal Data retention period**

The Company will retain your Personal Data only for the necessary duration and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

### **5. Your Rights as a Data Subject**

As the owner of Personal Data (“Data Subject”), you have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

### **6. The Disclosure of Personal Data to a Third Party**

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology’s service provider, regulators or government agencies or by the order of regulatory officials

### **7. Contact channels**

Enquires or questions on the Personal Data Protection can be addressed to the following channels: TPCS Public Company Limited, No. 489 Rama 3 Road, Bang Khlo, Bang Kho Laem, Bangkok 10120. E-mail: investor@tpcsplc.com or Data Protection Officer (DPO), E-mail: data-privacy@tpcsplc.com