

Annual General Meeting of Shareholders 2026

CS 042/2026

April 1, 2026

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2026

To: Shareholders of Maguro Group Public Company Limited

- Enclosures**
1. Terms, Conditions, and Procedures for Meeting Attendance, Proxy Appointment, and Voting
 2. Minutes of the Annual General Meeting of Shareholders for the Year 2025 on Tuesday, April 22, 2025.
 3. Annual Report for the Year 2025 (Form 56-1 One Report) and Financial Statements for the Year Ended December 31, 2025 (QR Code.)
 4. Documents for Agenda 7: Information of individuals nominated for election as directors.
 5. Documents for Agenda 8: Information of nominees for appointments as auditors.
 6. Information on independent directors for proxy appointments by shareholders.
 7. Proxy forms A, B, and C (Form B is recommended).
 8. Company regulations specifically related to shareholder meetings.
 9. Pre-meeting question submission form for the Annual General Meeting of Shareholders for the Year 2026
 10. Request Form for the Annual Report for the Year 2025 (Form 56-1 One Report)
 11. Map of the Meeting Venue

At the Board of Directors Meeting No. 1/2026 of Maguro Group Public Company Limited (the “Company”), held on Wednesday, February 25, 2026, it was resolved to convene the Annual General Meeting of Shareholders for the Year 2026 on Wednesday, April 29, 2026, at 14.00 hours. At The Berkeley Hotel Pratunum, SOMERSET A BALLROOM, 5th Floor, No 559 Ratchaprarop Road, Makkasan Subdistrict, Ratchathewi District, Bangkok 10400 to consider the following agenda:

Agenda 1 **Matters for the Chairman to inform the meeting.**

- Report on the right to propose agenda items and nominate individuals for directorial election.
- Report on the pre-meeting question submission concerning the Annual General Meeting agenda.

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Agenda 2 To consider and certify the minutes of the Annual General Meeting of Shareholders 2025.

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: The minutes of the Annual General Meeting of Shareholders for the Year 2024, held on Tuesday, April 22, 2025, at the company's office, have been prepared and completed within 14 days after the meeting in compliance with Section 96 of the **Public Limited Companies Act B.E. 2535 (1992)** (including amendments), and published on the company's website (www.maguro.co.th) details as shown in the **Enclosure 2.**

Board of Directors' Opinion: It is deemed appropriate to propose that the Annual General Meeting of Shareholders certify the minutes of the Annual General Meeting of Shareholders for the Year 2025 held on Tuesday, April 22, 2025, which have been duly recorded in accordance with the meeting agenda.

Agenda 3 To acknowledge the report on the Company's operational results 2025.

(Voting: This agenda item is for acknowledgment; therefore, no voting is required)

Facts and Rationale: In compliance with Article 37 of the Company's regulations, which require the Annual General Meeting of Shareholders to acknowledge the Board's report on the company's activities for the past year, the company has summarized its operational results in the report for the year 2025 / Form 56-1 One Report, details as shown in the **Enclosure 3** in QR Code format.

Board of Directors' Opinion: It is deemed appropriate to propose that the Annual General Meeting of Shareholders acknowledge the operational results of the company for the year 2025.

Agenda 4 To consider and approve the financial statements of the company for the year ended December 31, 2025.

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: In compliance with Section 112 of the Public Limited Companies Act and Articles 37 and 41 of the company's regulations, the Board of Directors is required to prepare a balance sheet and income statement as of the end of the fiscal year to be presented to the Annual General Meeting of Shareholders for approval. The financial statements must be audited and certified by the auditor before being presented to the shareholders.

In this case, The Audit Committee has reviewed the company's financial statements for the fiscal year ended December 31, 2025, which have been audited and signed by PricewaterhouseCoopers ABAS Ltd. (PwC) and approved by the Board, details as shown in the **Enclosure 3** in QR Code format.

Board of Directors' Opinion: It is deemed appropriate to propose that the shareholders' meeting approve the financial statements for the year ended December 31, 2025, which have been audited by a certified public accountant and reviewed and approved by the Audit Committee. The Board of Directors has duly approved such financial statements.

Agenda 5 To consider and approve the allocation of net profit as legal reserve and dividend payment 2025.

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: To comply with Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 46 of the Company's Articles of Association, which stipulate that dividends shall be paid only out of profits and that dividend payments must be approved by the shareholders' meeting. In this regard, the Board of Directors may, from time to time, approve the payment of interim dividends to shareholders when it considers that the Company has sufficient profits. Any such interim dividend payment shall be reported to the shareholders at the next shareholders' meeting.

In addition, to comply with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 47 of the Company's Articles of Association, the Company is required to allocate not less than 5 percent of its annual net profit, less accumulated losses brought forward (if any), to a legal reserve until such reserve reaches at least 10 percent of the Company's registered capital.

Currently, the Company has a registered capital of THB 63,000,000 and a legal reserve of THB 6,300,000, representing 10 percent of the registered capital, which is in full compliance with the legal requirements and the Company's Articles of Association. Therefore, the Company is not required to allocate additional net profit to the legal reserve.

The Company has a policy to pay dividends to shareholders at a rate of not less than 40 percent of net profit based on the separate financial statements, after corporate income tax and after the allocation to the legal reserve as required by law and the Company's Articles of Association.

For the operating results of the year 2025, the Company has determined to pay dividends to shareholders at the rate of THB 0.71 per share. During 2025, the Board of Directors approved an interim dividend payment from the operating results for the period from January 1, 2025, to June 30, 2025, at the rate of THB 0.25 per share, which was paid on September 12, 2025.

Accordingly, the remaining dividend to be paid is THB 0.46 per share, resulting in a total dividend payment for the operating results from January 1, 2025, to December 31, 2025, at THB 0.71 per share, equivalent to approximately 60 percent of the net profit based on the separate financial statements.

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval of the following matters:

- 1. To acknowledge** the interim dividend payment at the rate of THB 0.25 per share, which was already paid on September 12, 2025.
- 2. To approve** the omission of additional allocation of net profit from the Company's operating results for the year 2025 to the legal reserve, as the Company has already fully complied with the legal reserve requirement prescribed by law.
- 3. To approve** the dividend payment to shareholders from the operating results for the period from January 1, 2025, to 31 December 31, 2025, at the rate of

THB 0.71 per share, representing 60 percent of net profit. The Company has already paid an interim dividend at the rate of THB 0.25 per share, and the remaining dividend to be paid is THB 0.46 per share.

Agenda 6 Consideration and approval of the remuneration of company directors and subcommittee directors 2026.

(Voting: Requires no less than two-thirds (2/3) of the total votes of shareholders attending the meeting)

Facts and Rationale: To comply with Section 90 of the Public Limited Companies Act and Article 22 of the company's Articles of Association, which stipulates that "Company directors are entitled to receive director remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other compensations as determined by the shareholders' meeting's resolution with votes no less than 2/3 (two-thirds) of the total votes of shareholders attending the meeting. The remuneration may be set as a fixed amount or based on certain criteria, and it may be determined as a one-time payment or effective until changed by a resolution of a subsequent shareholders' meeting. Additionally, company directors are entitled to various allowances and benefits in accordance with company regulations."

The Nomination and Remuneration Committee has considered the details of the benchmarking study on directors' remuneration and subcommittee members' remuneration for the year 2026, proposed to remain at the current rates. Such benchmarking has been conducted against listed companies on the Stock Exchange of Thailand within the same industry and of comparable size, to ensure that the remuneration is fair and reasonable, and commensurate with the duties and responsibilities of the directors in overseeing policies and strategies closely. This is to ensure the Company's business can be effectively supported while maintaining efficient and effective cost control.

The total remuneration is proposed not to exceed THB 4,500,000, with details of remuneration as follows:

Position	Year of proposal 2026 (THB/time)	Year of proposal 2025 (THB/time)
1. Board of Directors		
- Chairman	37,500	37,500
- Director	22,000	22,000
2. Audit Committee		
- Chairman	32,000	32,000
- Director	22,000	22,000
3. Executive Committee		
- Chairman	10,000	10,000
- Director	6,000	6,000

Position	Year of proposal 2026 (THB/time)	Year of proposal 2025 (THB/time)
4. Risk Management Committee		
- Chairman	30,000	30,000
- Director	15,000	15,000
5. Nomination and Remuneration Committee		
- Chairman	30,000	30,000
- Director	15,000	15,000
6. Environment, Social and Corporate Governance Committee		
- Chairman	30,000	30,000
- Director	15,000	15,000

Director Bonus: The Company will calculate the bonus payment from the remaining approved director compensation amount, with the Board of Directors considering the conditions, details and bonus payment rates as appropriate.

Other Benefits: None

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the remuneration of the Board of Directors and subcommittee members for the year 2026 at the current rates, as approved by the Nomination and Remuneration Committee and the Board of Directors.

Agenda 7 Consider approving the election of directors to replace directors who have left their positions according to their terms.

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: In compliance with Section 71 of the Public Limited Companies Act and Article 17 of the company's Articles of Association, it is stipulated that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire. If the number of directors cannot be exactly divided into three parts, the number closest to one-third (1/3) shall retire. Directors who retire by rotation may be re-elected. For the directors who must retire in the first and second years after the conversion of the company, the drawing of lots will determine who shall retire. In subsequent years, the directors who have been in office the longest shall retire.

Currently, the company's Board of Directors consists of 9 directors. At the Annual General Meeting of Shareholders in 2026, 3 directors must retire by rotation, as follows:

1. Mrs. Waewkanee Assoratgoon Independent Director
2. Mr. Ronnakad Chinsamran Director
3. Mr. Eakkaluk Sangsareedumrong Director

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The company has announced the criteria for shareholders to propose agenda items for the 2025 Annual General Meeting of Shareholders and to nominate individuals for election as directors of the company from November 13, 2025, to January 9, 2026. However, upon the expiration of this period for shareholders to make proposals, no shareholder has nominated any individual for consideration as a director of the company for the 2025 Annual General Meeting, either by postal mail or electronic mail.

The Nomination and Remuneration Committee (excluding interested directors) has undertaken the nomination process by considering and screening candidates in accordance with the Board composition, including qualifications, skills, knowledge, capabilities, experience, and expertise deemed appropriate and most beneficial to the Company's operations. The proposed candidates have also been carefully and thoroughly reviewed by the Board of Directors and are considered to possess all required qualifications in compliance with relevant regulations and to be suitable for the Company's business.

Accordingly, it is deemed appropriate to nominate the following three individuals for appointment as directors of the Company and to propose to the Annual General Meeting of Shareholders for the year 2026 to consider their appointment in place of the directors retiring by rotation in 2026, as follows:

1. Mrs. Waewkane Assoratgoon as an Independent director / Chairman of the company for another term.
2. Mr. Ronnakad Chinsamran as a director of the company for another term.
3. Mr. Eakkaluk Sangsareedumrong as a director of the company for another term.

In this regard, the three nominated individuals are deemed suitable for appointments as directors of the Company, as they possess the knowledge and capabilities that would be beneficial to the Company's operations, in line with the composition of the Board of Directors. The Board of Directors has also considered and resolved to approve that the first nominated individual be appointed as an Independent Director, as he/she possesses qualifications in accordance with the relevant legal requirements relating to independent directors and fully meets the Company's definition of independence, and is able to provide independent opinions in compliance with the applicable criteria.

Details of the nominated candidates for appointments as directors are set out in Enclosure 4. Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the shareholders' meeting for consideration and approval the election of three individuals as directors of the Company in replacement of the directors retiring by rotation, as follows:

1. Mrs. Waewkane Assoratgoon Independent Director
2. Mr. Ronnakad Chinsamran Director
3. Mr. Eakkaluk Sangsareedumrong Director

The nominated individuals have duly undergone a thorough screening and careful consideration process by the Nomination and Remuneration Committee and the Board of Directors in

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accordance with the Company’s established procedures and are considered to possess qualifications in compliance with the relevant criteria and to be suitable for the Company’s business operations.

In addition, the first nominated director shall serve as an Independent Director of the Company, possessing qualifications in accordance with the applicable laws relating to independent directors and in line with the definition of an independent director as prescribed by the Stock Exchange of Thailand, and is able to express independent opinions in compliance with the relevant rules and regulations.

In this regard, directors who have an interest in this matter were not present at the meeting and did not participate in the voting at the Board of Directors’ meeting.

Agenda 8 **Consideration of approval of the appointment of the Company's auditor and determination of the auditor's remuneration 2026**

(Voting: Majority vote of the shareholders presents and voting)

Facts and Rationale: In accordance with Section 120 of the Public Limited Companies Act and Article 37 of the company's Articles of Association, which require the annual general meeting of shareholders to appoint an auditor and determine the auditor's fees each year, the appointment of the same auditor is possible.

Therefore, at this Annual General Meeting of Shareholders, it is necessary to appoint the company’s auditor and set the remuneration for the auditor for the year 2025. In selecting an auditor with the appropriate qualifications and reasonable audit fees for the year 2025, the Audit Committee has considered and recommends the appointment of one of the auditors from PricewaterhouseCoopers ABAS Ltd. (PwC) as follows:

1. Ms. Waraporn Worathitikun, CPA No. 4474 and/or
2. Mr. Krit Chatchavalwong, CPA No. 5016 and/or
3. Ms. Sanicha Akarakittilap, CPA No. 8470 and/or

The audit fee for the year 2026, for the fiscal year ending December 31, 2026, is proposed at THB 2,200,000, as recommended by the Audit Committee following its appropriate review and consideration, and as approved by the Board of Directors.

Details of the Auditor’s Remuneration are as follows:

Audit Fee	2026 (Proposed Year)	2025	Increase
Audit fee and quarterly review fee	THB 2,200,000	THB 2,000,000	THB 200,000

The above audit fee excludes other service fees (Non-Audit Fees)

Other service fees (Non-Audit Fees) for 2026: None

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All three proposed auditors possess qualifications in accordance with the notifications of the Securities and Exchange Commission regarding auditor rotation. None of them has performed audit or review duties and expressed an opinion on the Company's financial statements for seven consecutive fiscal years.

In addition, PricewaterhouseCoopers ABAS Ltd. (PwC) and the proposed auditors have no relationship or interest with the Company, its subsidiaries, management, major shareholders, or related persons of such parties. Therefore, they are independent in performing the audit and expressing opinions on the Company's financial statements.

Details of the proposed auditors for the year 2026 are set out in [Enclosure 5](#).

Opinion of the Board of Directors: The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval the appointment of any one of the auditors from PricewaterhouseCoopers ABAS Ltd. as the Company's auditor to review and audit the Company's financial statements for the year 2025.

The audit fee for the year 2026, for the fiscal year ending December 31, 2026, is proposed at THB 2,200,000, as recommended by the Audit Committee following its appropriate review and consideration, and as approved by the Board of Directors.

Agenda 9 Other matters (if any)

Facts and Rationale: To allow shareholders to question and/or express opinions to the Board of Directors (if any) and/or for the Board to clarify and respond to shareholders' inquiries, there will be no other matters proposed for approval and no voting will take place in this agenda item.

The company has set the Record Date for shareholders entitled to attend the Annual General Meeting of Shareholders for the Year 2026 on Tuesday, March 17, 2026.

In the event that a shareholder is unable to attend the meeting in person and wishes to appoint a proxy, the shareholder may appoint an independent director (details as set out in [Enclosure 6](#)) or any other person to attend and vote on his/her behalf at the meeting. Please complete all required information, affix your signature, and indicate the date in the Proxy Form (Form A, Form B, or Form C) as attached herewith ([Enclosure 7](#)), and submit the proxy form together with the supporting documents to the Company prior to the meeting date.

For convenience in verifying documents, the Company kindly requests that shareholders submit such documents at least one (1) day prior to the meeting date. The Company reserves the right to deny registration for attendance at the meeting in the event that the documents are incomplete or incorrect.



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Shareholders are hereby invited to attend the meeting at the date, time, and venue as specified. Registration for the meeting will be available from 12:00 hours onwards. The Company has no policy to provide souvenirs, food, or beverages for this meeting.

Yours Sincerely,

A handwritten signature in blue ink, appearing to read "Waewkane A", written in a cursive style.

(Waewkane Assoratgoon)

Chairman of the Board

Maguro Group Public Company Limited

Company Secretary Department